

☆ NOTICE ☆



NOTICE is hereby given that the FORTY- SIXTH 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 Friday, the 15<sup>th</sup> day of September, 2017 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, 2017 together with the Reports of Auditors and Directors thereon;
2. To consider declaration of Dividend;
3. To appoint a Director in place of Shri Mahesh Swarup Agarwal, who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint M/s Rajiv Mehrotra & Associates (FRN: 002253C), Chartered Accountants as the Statutory Auditors of the Company for a consecutive period of five years from the conclusion of ensuing Annual General Meeting till the conclusion of 51<sup>st</sup> Annual General Meeting to be held in the year 2022 and to fixed their remuneration and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s Rajiv Mehrotra & Associates (FRN: 002253C), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company for a consecutive period of five years from the conclusion of ensuing Annual General Meeting till the conclusion of 51<sup>st</sup> Annual General Meeting to be held in the year 2022 subject to the ratification of members every year at such remuneration as the Board of Director may decide.”

**“RESOLVED FURTHER THAT** Shri Manoj Agarwal, Managing Director (DIN: 00474146) (residing at 4/283/2, Vishnupuri, Kanpur-208002) and Shri Ankur Srivastava, Company Secretary of the Company (PAN: BRLPS0830B) (residing at 200 MIG, Hemant Vihar, Sector-4, Barra-2, Kanpur-208027) be and are hereby jointly and / or severally authorised to sign, seal, execute and deliver all necessary intimation and file necessary forms to the Registrar of

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

**Special Business:**

**5. 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) Shri Akshay Kumar Gupta (DIN: 00004908) who was appointed as Additional Director w.e.f. 15.09.2016 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 31.03.2021, not liable to retire by rotation.”

“RESOLVED FURTHER THAT Shri Manoj Agarwal, (DIN: 00474146) (residing at 4/283/2, Vishnupuri, Kanpur-208002) Managing Director and Shri Ankur Srivastava, (PAN: BRLPS0830B) (residing at 200 MIG, Hemant Vihar, Sector-4, Barra-2, Kanpur-208027) 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 Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to re-appoint Shri Manoj Agarwal (DIN:00474146) as the Managing Director of the Company for a further period of 3 year w.e.f., from 1<sup>st</sup> September, 2017 to 31<sup>st</sup> August, 2020, as recommended by the Remuneration and Nomination Committee on the following Terms and Conditions:

- I. Remuneration : ₹4,00,000/- ₹30,000/- ₹4,60,000/- per month.

II. Perquisites : Perquisites shall be allowed in addition to salary as under. However these shall be restricted to an amount equal to the annual salary, subject to an overall ceiling as mentioned hereinafter:

III. Commission : 3% of Net Profits of the Company (payable annually).

i) The Company shall provide him unfurnished accommodation and in lieu of the same company shall deduct seven and half percent of basic salary from the monthly salary payable to him. The Company shall also provide such furniture and furnishing as may be required by the Managing Director. Further the expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.

ii) Reimbursement of actual medical expenses incurred for self and family in India and / or abroad including hospitalization , subject to a ceiling of one month's salary in a year or three months' salary over a period of 3 years.

iii) Leave Travel Concession for self and family once in a year to any place in India or abroad subject to ceiling of one month's salary.

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

v) Personal Accident Insurance of an amount, the annual premium of which shall not exceed ₹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 be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

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

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

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

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

xii) The Company shall provide him mobile phone and telephone and other communication facilities at residence and these further will not be considered as perquisites.

"RESOLVED FURTHER THAT in the event of overall managerial remuneration exceeding 11% of the Net Profit in any financial year, the commission / performance incentive payable to all Whole Time Directors shall be reduced proportionately in order to remain within the limits as prescribed under Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the remuneration payable to Shri Manoj Agarwal by way of salary, allowances, perquisites and commission shall not exceed the maximum limits as prescribed under proviso to Table A of Section II (Part II) of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT Shri Shashank Agarwal (DIN: 002790029), (residing at 4/283/2, Vishnupuri, Kanpur-208002) Deputy Managing Director and Shri Ankur Srivastava, (PAN: BRLPS0830B) (residing at 200 MIG, Hemant Vihar, Sector-4, Barra-2, Kanpur-208027) 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."

#### 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. The Register of Members and Share Transfer Books of the Company shall remain closed from 9<sup>th</sup> September, 2017 to 15<sup>th</sup> September, 2017 (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 8<sup>th</sup> September, 2017 and the beneficial owners as per the Beneficiary List at the close of the business hours on 8<sup>th</sup> September, 2017 as provided by NSDL and CDSL.
9. The members are hereby informed that the Company has transferred the amount of unpaid dividend for the year 2008-09, which remained unpaid over a period of 7 years, to the Investor Education and Protection Fund (IEPF) constituted under Section 125 of the Companies Act, 2013. It is pertinent to mention that no claim of investors shall lie against IEPF. The details of unpaid dividend are as follows :-

S. NO.	Dividend Year	Unpaid Balance as on 31/03/2017 (In ₹)
1.	2009-10	3,26,820.00
2.	2010-11	3,36,758.00
3.	2011-12	5,14,739.00
4.	2012-13	5,24,315.00

S. NO.	Dividend Year	Unpaid Balance as on 31/03/2017 (In ₹)
5.	2013-14	6,41,983.20
6.	2014-15	6,91,939.20
7.	2015-16 (Interim)	6,56,456.40
8.	2015-16	3,41,992.20

**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 2009-10 will become due for transfer to Investor Education and Protection Fund (IEPF) on 28.10.2017.

10. 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.
11. Company has served notices to the individual shareholders whose shares are liable to be transferred to IEPF Suspense Account. However, the Ministry is under process to notify the timeline and process for such transfer. The underlying shares will be transferred to the IDPF Suspense Account as soon as the Ministry issue notification in this regard. Therefore, shareholders are requested to please claim their unpaid dividend for earlier years.
12. 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.
13. 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.
14. 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.
15. In case of physical transfer or transmission of shares, copy of PAN Card of the transferee is mandatory.

16. 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.
17. 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 mentioning your folio/DP ID and Client ID. Annual Report is also available on the website of the Company at www.kanplas.com.
18. 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 their email ID's with their respective Depository Participants (DP) in case the same is still not registered.
19. 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.
20. 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.
21. 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.
22. 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 SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
- 23. Members are requested to fill and send Feedback Form provided in the Annual Report to register / update their e mail id.**
24. All material documents are open for inspection by the members on all working days at the Registered Office of the Company till the conclusion of the Annual General Meeting.
25. 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.
26. 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.
27. 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 cast their vote by remote e-voting shall be able to exercise their right at the meeting.
28. The members who have cast 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. 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 Akshay Kumar Gupta (DIN: 00004908), as an Additional Director of the Company w.e.f. 15.09.2016. Your Company has received a

notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Akshay Kumar Gupta for the office of Director of the Company. Shri Akshay Kumar Gupta 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 Akshay Kumar Gupta as an Independent Director of the Company to hold office for 5 (five) consecutive years upto 31.03.2021, not liable to retire by rotation.”

The Company has received a declaration from Shri Akshay Kumar Gupta that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. 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 Agreement.

Shri Akshay Kumar Gupta aged about 59 years is a renowned Chartered Accountant having 35 years experience of Practice. He is the Member of many professional bodies. Shri Akshay Kumar Gupta does not hold any shares of the Company.

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

##### **1. Kapareva Development Pvt. Ltd.**

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 Akshay Kumar Gupta 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:**

The Board of Directors of your Company, at their meeting held on 31<sup>st</sup> July, 2017 has, pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, subject to the approval of shareholders, re-appointed Shri Manoj Agarwal as Managing Director for a period of 3 years w.e.f. 1<sup>st</sup> September, 2017 at the remuneration as recommended by the Nomination and Remuneration Committee of the Board.

The approval of shareholders is required for the re-appointment of Shri Manoj Agarwal as Managing Director in terms of the applicable provisions of the Act. Broad particulars of the terms of re-appointment and remuneration payable to Shri Manoj Agarwal

as Managing Director are recommended by the Nomination and Remuneration Committee and mentioned in resolution no. 6.

Shri Manoj Agarwal holds 914818 equity shares of the Company. He holds directorships in following Companies:

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

1. KPL Packaging Pvt. Ltd.
2. MSA Investment & Trading Co. Pvt. Ltd.
3. KSM Exports Ltd.
4. The Plastics Exports Promotion Council
5. Indian Flexible Intermediate Bulk Container Association

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

Shri Manoj Agarwal a Management Graduate, Managing Director has been guiding the Company's operations for about 40 years. Under his able leadership, the Company's operations have improved considerably from an annual turnover of about ₹100 Crores in the year 2009-10 to the present turnover which has reached to about ₹250 Crores with profits after tax from about ₹2.5 Crores to about ₹14 Crores. With his efforts there has been tremendous growth of the value added export products which is the back bone of the Company's operations.

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

Shri Mahesh Swarup Agarwal, Smt Usha Agarwal and Shri Shashank Agarwal being relatives and Shri Manoj Agarwal being himself may be deemed to be interested in the resolution set out at item No. 6. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Your Directors recommend passing of above resolutions as Special Resolution.

By order of the Board of Directors

For **Kanpur Plastipack Ltd.**

**Ankur Srivastava**  
Company Secretary

Place: Kanpur  
Date 31<sup>st</sup> July, 2017

## Other General Information:

- i) The Company is mainly engaged in manufacturing of HDPE/PP Fabric, Sacks, FIBC Bags and Multi Filament Yarn (MFY). The turnover of the Company and its financial performance during last 3 years have been as under :

(₹ In Lacs)			
Year	Sales & Other Income	Operating Profit	Net Profit after Tax
2016-17	24676	2929	1427
2015-16	24963	3753	1646
2014-15	24922	2927	1145

- ii) The Export performances of the Company are ₹18582 Lacs, ₹20337 Lacs and ₹19784 Lacs during 2014-15, 2015-16 and 2016-17, respectively.
- iii) There is no foreign investment or collaborators.
- iv) Shri Manoj Agarwal, is the son of Shri Mahesh Swarup Agarwal and father of Shri Shashank Agarwal. Smt. Usha Agarwal is the wife of Shri Manoj Agarwal.
- v) Shri Manoj Agarwal does not have any pecuniary relationship with the Company except as shareholder and as an employee.
- vi) Shri Akshay Kumar Gupta does not have any pecuniary relationship with the Company except to the extent of sitting fees received for attending the board and committee meetings.
- vii) The background and other details of Shri Mahesh Swarup Agarwal, Shri Manoj Agarwal and Shri Akshay Kumar Gupta

are provided in the Corporate Governance Report forming part of the Annual Report.

- viii) The past remuneration of Shri Manoj Agarwal was ₹3,60,000/- 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 Manoj Agarwal, 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 ₹1427 Lacs during the financial year ended 31/03/2017 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 31<sup>st</sup> July, 2017

**Ankur Srivastava**  
Company Secretary

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

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



