



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

NOTICE

NOTICE is hereby given that the FORTY- FIFTH 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 15th day of September, 2016 at 12:00 Noon to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Profit & Loss account of the Company for the financial year ended 31st March, 2016 and Balance Sheet as at that date together with the Reports of Auditors and Directors thereon;
2. To consider declaration of Dividend;
3. To appoint a Director in place of Smt. Usha Agarwal, who retires by rotation and being eligible, offers herself for re-appointment;
4. To ratify the appointment of auditors 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 the allied Rules framed thereunder (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, the Company hereby ratifies the appointment of M/s. Pandey & Co., Chartered Accountants (Firm Registration No. 000357C), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 46th Annual General Meeting to be held in the year 2017, to examine and audit the accounts of the company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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 13, 61 and 64 of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) the existing Authorised Share Capital of the Company of Rs. 20,00,00,000 (Rupees Twenty Crores) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,00,000 (Forty Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) each be and is hereby reclassified and increased by cancelling 20,00,000 (Twenty Lacs) Unissued Preference Shares of Rs. 10/- (Rupees ten Only) each and concurrently converting these 20,00,000 (Twenty Lacs) Preference shares of Rs. 10/- (Rupees ten Only) each into 20,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each and by creating additional 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and accordingly, the consent of the members be and is hereby accorded for Re-classification of and Increase in Authorized Share Capital of the Company to Rs. 22,00,00,000 (Rupees Twenty Two Crores) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 20,00,000 (Twenty Lacs) Preference shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

- V. The Authorized Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lacs) Preference Shares of Rs. 10/- each with power to increase or reduce the capital and to divide and subdivide the shares into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013, or as provided by the Articles of Association of the Company for the time being.**

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this 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 5 and 14 of Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do such acts, deeds and things as it may, in its absolute discretion, deem necessary and expedient to settle all questions, difficulties or doubts arising at any stage in this regard without requiring the Board to secure any further consent or approval from the members of the Company and intended that they shall be deemed to have given their approval expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT:

- a) pursuant to section 63 of the Companies Act, 2013 ("the Act") and the applicable provisions of the Companies Act, 2013 (including any modification or re-enactment thereof) and Article 15 of the Articles of Association of the Company and in accordance with the provisions under Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as in force, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations") and the Listing Agreements entered into by the company with the Stock Exchanges where the Company's shares are listed and subject to all applicable laws, rules/regulations/guidelines, if any prescribed by SEBI or Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 (FEMA) (including any amendment, modification or re-enactment thereof) and subject to any necessary approval(s), consents, permissions and sanctions as may be necessary from any authority and upon recommendation of the Board of Directors made at their meeting held on 29th July, 2016 (hereinafter referred to as "the Board", which term shall also include the existing Committee of Directors thereof), the consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs. 3,97,96,240/- (Rupees Three Crores Ninety Seven Lacs Ninety Six Thousand Two Hundred and Forty only) out of the sum standing to the credit of Company's General Reserve Account/Securities Premium Account or such other accounts as are permissible to be capitalized and utilized for the purpose of the issue of Bonus Shares of Rs. 10/- (Rupees Ten) each, credited as fully paid up Equity shares to the holders whose names appear in the Register of Members/Beneficial Owners' position of the Company as on 8th September, 2016, being the 'Record Date' determined by the Board for this purpose, in the proportion of 1 (One) Bonus share for every existing 2 (Two) fully paid up Equity shares of Rs. 10/- each (Ratio 1:2) and that the said amount be transferred to the Share Capital Account and that the new Bonus Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity capital of the Company held by each such member and not as income."
- b) the Bonus Shares so allotted shall be subject to such terms and conditions as contained in the Memorandum and Articles of Association of the Company and shall in all respects rank pari passu with the existing fully paid-up Equity shares of the Company, with a right, to participate in dividend in full that may be declared after the date of allotment of these Equity shares as the Board may determine."
- c) no letter of allotment shall be issued in respect of the said Bonus Shares, in the case of members who opt to receive the Bonus Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants within the stipulated time as may be allowed by the appropriate authorities and in the case of Members who hold Equity shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched within such time as may be prescribed."
- d) the Board be and is hereby authorized to take necessary steps for listing/trading of the Bonus Shares so allotted on

the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Regulations and other applicable laws.”

- e) No fractions arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to nominees appointed by the board, who shall hold the same as trustees for the Members entitled thereto, and sell the said Shares so arising at the then prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements;
- f) for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage including to take necessary steps for listing of such Bonus Shares on the stock exchanges where the ordinary shares of the Company are listed and as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto.”

8. 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 read with Schedule V and all other applicable provisions, if any, 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-designate Shri Shashank Agarwal (DIN: 02790029), who was re-appointed as a Director (Technical) on the last Annual General Meeting of the Shareholders held on 13th day of August, 2015 for a period of 3 years w.e.f., from 1st September, 2015 to 31st August, 2018, as Deputy Managing Director for the Remaining tenure i.e., 1st September, 2016 to 31st August, 2018 as recommended by the Remuneration and Nomination Committee.

RESOLVED FURTHER THAT other terms and conditions of appointment of Shri Shashank Agarwal, Deputy Managing Director will remain same for the remaining period of his tenure.

“**RESOLVED FURTHER THAT** in the event of overall managerial remuneration exceeding 10% of the Net Profit in any financial year, the commission payable to all Whole Time Directors shall be reduced proportionately in order to remain within the limits as prescribed under Companies Act, 2013.”

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

“**RESOLVED FURTHER THAT** Shri Manoj Agarwal, Managing Director and Shri Avinash Kumar Singh, Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds and things as may be deemed necessary, expedient and desirable to give effect to the above resolution.”

9. 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, 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-designate Shri Sunil Mehta (DIN: 03422673), who was re-appointed as a Director (Operation) on the Annual General Meeting of the Shareholders held on 10th day of September, 2014 for a period of 5 years w.e.f., from 1st September, 2014 to 31st August, 2019, as Executive Director for the Remaining Tenure i.e., 1st September, 2016 to 31st August, 2019 as recommended by the Remuneration and Nomination Committee on the following Terms and Conditions:

I. Remuneration : ₹ 1,00,000/—₹ 20,000/—₹ 1,60,000/-per month.

(The increment will be due on 1st January each year)

II. Self Development

Allowance : ₹ 25,000/- per month.

III. Fixed Performance

Incentive : ₹ 5,00,000/-w.e.f. financial year 2016-17 payable annually

IV. Perquisites :Perquisites shall be allowed in addition to salary as under.

However these shall be restricted to an amount equal to the annual salary, subject to an overall ceiling as mentioned hereinafter:-

- i. House Rent Allowance shall be 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, perquisites and performance incentive shall not exceed the maximum limits as prescribed under proviso to Table A of section II (Part II) of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT Shri Manoj Agarwal, Managing Director and Shri Avinash Kumar Singh, 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."

10. 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) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (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 the Board of Directors of the Company for mortgaging and/or charging, on such terms and conditions and at such time or times and in such form and manner as the Board of Directors may at its sole discretion think fit, 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, for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) subject to the limits approved by the members under Section 180(1)(c) of the Companies Act, 2013 together with the interest on the principal amounts at the respective agreed rates, additional interest,

compound interest in the case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, all other costs, charges and expenses, 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), Shri Arvind Gunjan, Chief Financial Officer (PAN:AAJPG0320N) and Shri Avinash Kumar Singh, Company Secretary (PAN: BGKPS9064F) be and are hereby jointly or severally authorized to finalise, settle and execute any and all agreements, documents, deeds, writings and papers as may be necessary for creating the mortgages and/or charges as aforesaid and to do all such acts, deeds, matters and things as it/they may, in its/their absolute discretion consider necessary, desirable or expedient for implementing this resolution and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interests of the Company.”

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 9th September, 2016 to 15th September, 2016 (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 8th September, 2016 and the beneficial owners as per the Beneficiary List at the close of the business hours on 8th September, 2016 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 2007-08, which remained unpaid over a period of 7 years, to the Investor Education and Protection Fund (IEPF) constituted under Section 205C of the Companies Act, 1956. 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 31/03/2016 (In ₹)
1	2008-09	2,08,635.00
2	2009-10	3,27,720.00
3	2010-11	3,37,358.00
4	2011-12	5,17,139.00
5	2012-13	5,34,465.00
6	2013-14	6,53,923.20
7	2014-15	7,09,819.20

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 2008-09 will become due for transfer to Investor Education and Protection Fund (IEPF) on 15.10.2016.

10. 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.
11. 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.
12. 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.
13. In case of physical transfer or transmission of shares, copy of PAN Card of the transferee is mandatory.
14. 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.
15. 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
16. 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, 1st 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. 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.
17. 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.
18. 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.
19. 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.
20. **Members are requested to fill and send Feedback Form provided in the Annual Report to register / update their e mail id.**
21. 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.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
23. Details of Directors those 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.
24. 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.

25. The Company has appointed Mr. Adesh Tandon, Practising Company Secretary (Membership No. 2253 and Certificate of Practice No. 1121) of M/s Adesh Tandon & Associates, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
26. The Voting Period begins on 12.09.2016 at 9.00 A.M. and will end on 14.09.2016 at 5.00 P.M. During this period shareholders of the company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., 08.09.2016, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
27. The Company has signed an Agreement with Agency NSDL for facilitating e-voting to enable the shareholders to cast their vote electronically.
28. 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.
29. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
30. The results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the Annual General Meeting. The results alongwith the Scrutinizer's Report shall be placed on the website of the Company www.kanplas.com within 2 days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to Bombay Stock Exchange.

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

ITEM NO. 5:-

The present authorised capital of the Company is Rs. 20,00,00,000 (Twenty Crores) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 40,00,000 (Rupees Forty Lacs) Preference shares of Rs. 10/- (Rupees Ten Only) each.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders. The Company is proposing, subject to shareholders approval, an increase in the authorized Share Capital to Rs. 22,00,00,000/- (Rupees Twenty Two Crores only) divided in to 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 20,00,000 (Twenty Lacs) Preference Shares of Rs. 10/- (Rupees Ten only) each.

A separate proposal for Bonus Issue of 39,79,624 (Thirty Nine Lacs Seventy Nine Thousand Six Hundred Twenty Four) Equity Shares of face value of Rs. 10 each has been submitted for the approval of Shareholders under item no. 7 of this Notice. The preference capital component of authorised capital is sought to be reclassified to have sufficient additional equity capital component.

Pursuant to the provisions of Sections 64 of the Companies Act, 2013, an increase in the authorized share capital of the company and reclassification of authorised capital and consequent amendments in the capital clause of the Memorandum of the company requires approval of the members. Approval of the members is, therefore, sought in terms of the said sections. The amendment shall be effective upon the registration of the resolution with the Registrar of Companies.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution

The Board of Directors recommends the Resolution as set out in the Item No. 5 of the Notice for the approval of the members by way of Special Resolution.

ITEM NO. 6:-

The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of

association is available on the website of the company.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

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 keeping with the Company's tradition of rewarding shareholders, the Board of Directors of the Company ('the Board') at its meeting held on 29th July, 2016 has recommended issue of bonus shares in the ratio of 1:2 i.e. one new fully paid up ordinary share of Rs. 10/- each for every Two fully paid up ordinary share of Rs. 10/- each, to the eligible members of the Company as on the Record Date as determined by the Board for this purpose.

The capitalization of reserves shall be to the extent of Rs. 3,97,96,240/- (Rupees Three Crores Ninety Seven Lacs Ninety Six Thousand Two Hundred and Forty) only in lieu of issue of bonus shares of Rs.10/- each in the proportion of 1:2 [i.e. one fully paid bonus share of face value of Rs. 10/- each for Two existing fully paid ordinary share of Rs. 10/- each] held by the members as on the Record Date.

The Company satisfied the conditions of and requirements for, issue of Bonus Shares contained in Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as presently in force.

Shri M. S. Agarwal, Shri Manoj Agarwal, Shri Shashank Agarwal and Smt. Usha Agarwal and their relatives can be considered to be interested to the extent of Bonus Shares proposed to be allotted to them on the basis of existing shareholding. The following Companies may be affected: MSA Investment and Trading Company Private Limited and KSM Exports Limited.

The Board of Directors recommends the Resolution as set out in the Item No. 7 of the Notice for the approval of the members by way of Ordinary Resolution.

ITEM NO. 8:

Shri Shashank Agarwal graduated from the University of Nottingham, UK was appointed as Director (Technical) of the Company w.e.f. 5/6/2010 and has been an officer of the Company since 8/6/2009. He has been instrumental in streamlining the company's operations with backward integration and diversification of products manufactured by the Company all these years. He has also contributed in improving the marketing strategies. Thus the company has established itself as a reliable and trust worthy exporter in the European, South and North American Countries.

He was re-appointed as Director (Technical) in the Annual General Meeting of the Shareholders held on 13th day of August, 2015 for a period of 3 years w.e.f. 1st September, 2015 to 31st August, 2018. The Nomination and Remuneration Committee has recommended to the Board of Directors of the Company to Re-designate Shri Shashank Agarwal as Deputy Managing Director for the remaining tenure i.e., 1st September, 2016 to 31st August, 2018 in their meeting held on 29th July, 2016. However, other terms and conditions including remuneration shall remain unchanged.

The Board of Directors of your Company, at their meeting held on 29th July, 2016 has, pursuant to the provisions of Sections 196 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, on the Recommendation of the Nomination and remuneration Committee approved the re-designation of Shri Shashank Agarwal as Deputy Managing Director, subject to the approval of shareholders.

Shri Shashank Agarwal is being himself interested in set out Resolution no. 8 and Shri Mahesh Swarup Agarwal, Shri Manoj Agarwal and Smt Usha Agarwal being relatives of Shri Shashank Agarwal are interested in the resolution as set out in the Resolution No. 8 Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Resolution as set out in the Item No. 8 of the Notice for the approval of the members by way of Special Resolution.

ITEM NO. 9:

Shri Sunil Mehta a Textile Engineer joined the Company in the year 2002 as Vice President. Since then with his dedicated and able leadership the manufacturing operations of the Company have greatly improved which has resulted in achieving record production and turnover.

He was Re-appointed as Director (Operation) on the Annual General Meeting of the Shareholders held on 10th day of September, 2014 for a period of 5 years w.e.f. 1st September, 2014 to 31st August, 2019. The Nomination and Remuneration Committee has recommended to the Board of Directors of the Company to Re-designate Shri Sunil Mehta as Executive Director for the Remaining tenure i.e., 1st September, 2016 to 31st August, 2019 in their meeting held on 29th July, 2016.

The Board of Directors of your Company, at their meeting held on 29th July, 2016 has, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has approved the re-designation of Shri Sunil Mehta as Executive Director, subject to the approval of shareholders.

Looking towards the achievement of Shri Sunil Mehta he should be suitably promoted and compensated with additional emoluments. The trend of the industry for payment of its Whole Time Director has also changed significantly. Therefore, it is proposed to suitably increase his remuneration as mentioned in the resolution subject to the overall managerial remuneration limit of 10% of the net profit of the Company as prescribed under the Companies Act, 2013.

Shri Sunil Mehta is being himself interested in the resolution set out at Item No. 9 pertaining to his appointment and remuneration. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Resolution as set out in the Item No. 9 of the Notice for the approval of the members by way of Special Resolution.

ITEM NO. 10:-

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the members obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders, to secure the repayment of monies borrowed by the Company. Under the provisions of Section 180(1)(a) of the Companies Act, 2013, which were made effective from September 12, 2013, the above power can be exercised by the Board only with the consent of the members obtained by a Special Resolution. As such, it is necessary to obtain fresh approval of the members by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders, to secure the repayment of monies borrowed by the Company. It is, therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only), subject to the limits approved by the members under Section 180(1)(c) of the Companies Act, 2013.

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 members.

The Board of Directors recommends the Resolution as set out in the Item No. 10 of the Notice for the approval of the members by way of Special Resolution.

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

Place: Kanpur
Date : 29th July, 2016

AVINASH KUMAR SINGH
COMPANY SECRETARY

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
2015-16	24963	3753	1646
2014-15	24922	2927	1145
2013-14	21451	2827	1087

- ii) The Export performances of the Company are ₹ 17298 Lacs, ₹ 18582 Lacs and ₹ 20337 Lacs during 2013-14, 2014-15 and 2015-16, respectively.
- iii) There is no foreign investment or collaborators.
- iv) Shri Manoj Agarwal, Managing Director is the son of Shri Mahesh Swarup Agarwal, Chairman Emeritus and father of Shri Shashank Agarwal, Director (Technical) of the Company. Smt. Usha Agarwal, Director is the wife of Shri Manoj Agarwal, Managing Director.
- v) Shri Shashank Agarwal and Shri Sunil Mehta do not have any pecuniary relationship with the Company except as employees. Smt. Usha Agarwal does not have any pecuniary relationship with the Company except to the extent of sitting fees received for attending the board and committee meetings.

- vi) The background and other details of Shri Shashank Agarwal, Shri Sunil Mehta and Smt. Usha Agarwal are provided in the Corporate Governance Report forming part of the Annual Report.
- vii) The past remuneration of Shri Shashank Agarwal was Rs. 2,00,000 p.m. plus other perks. The past remuneration of Shri Sunil Mehta was Rs. 1,00,000 p.m. plus other perks.
- viii) In the industry, it is a normal trend of providing remuneration to the Chief Executives about Rs. 50 Lacs inclusive of perquisites per annum and also includes an annual commission linked with the profits of the Company. With the exemplary efforts of Shri Shashank Agarwal and Shri Sunil Mehta the performance of Company has remarkably improved and their proposed remuneration does not exceed the industry norm.
- ix) The Company has earned profits after tax to the tune of Rs. 1645 during the financial year ended 31/03/2016 and as such having a sound profitability which is expected to increase in future. The phrase "inadequate profits" is only indicative that 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 : 29th July, 2016

AVINASH KUMAR SINGH
COMPANY SECRETARY

E-VOTING

Note: Please read the instructions carefully printed herein below, before exercising your vote through Electronic Voting.

Instructions for Electronic Voting

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015 your Company is pleased to offer remote e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.

The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Thursday, 8th September, 2016.

The process and instructions for e-voting are given overleaf.

A. A shareholder who receives email from NSDL [for shareholders whose email IDs are registered with the RTA/Depository Participant (s)] is requested to:

- i. Open email and open PDF file viz; "KPL_e-voting.pdf" with his/her Client ID or Folio No. as password. The said PDF file contains his/her user ID and password/PIN for e-voting. Shareholders may please note that the password is an initial password.
- ii. Launch Internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder-Login
- iv. Put userID and initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of his/her choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- vii. Select "EVEN" of Kanpur Plastipack Limited.
- viii. Now the shareholder is ready for e-voting as Cast Vote page opens.
- ix. Shareholder may cast his/her vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the shareholder has voted on the resolution, he/she will not be allowed to modify his/her vote.
- xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to adesh.tandon11@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a shareholder receives physical copy of the Notice of AGM [for shareholders whose email IDs are not registered with the RTA/Depository Participant(s) or requesting physical copy]:

- i. Initial password is provided hereinabove.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item (A) above, to cast vote.
- iii. In case of any queries, the shareholder may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting@nsdl.co.in
- iv. If the shareholder is already registered with NSDL for e-voting then he/she can use his/her existing user ID and password/PIN for casting his/her vote.
- v. Shareholder can also update his/her mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

C. General Instructions:

- i. The e-voting period commences on 12.09.2016 (9:00 am) and ends on 14.09.2016 (5:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The Shareholders can opt for only one mode of voting, i.e. either physically by attending AGM which is to be held on 15.09.2016 or e-voting. If any shareholder opts for e-voting, he/she will not be eligible to vote physically in AGM. However, he may attend the meeting.
- iii. Mr. Adesh Tandon, Practicing Company Secretary (Membership No. F2253 and Certificate of Practice No. 1121) of M/s Adesh Tandon & Associates has been appointed as the Scrutinizer by the Company to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of Annual General Meeting unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and submit Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Meeting. The Results shall be declared thereafter by the Company.
- v. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company' website: www.kanplas.com and on the website of NSDL and communicated to the Bombay Stock Exchange.

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/-
(Avinash Kumar Singh)
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 the following id:-

secretary@kanplas.com