



21st September, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1,
G Block, Bandra – Kurla Complex,
Bandra (East),
Mumbai 400 051

Scrip Code: **507779**

Trading Symbol: **KANPRPLA**

Sub: Submission of Minutes of 52nd Annual General Meeting

Dear Sir/Ma'am,

Please find attached herewith Minutes of the 52nd Annual General Meeting of the Company.

Kindly take this on record and oblige.

Thanking You.

Yours faithfully,

For Kanpur Plastipack Limited

(Ankur Srivastava)

Company Secretary

D19-20 Panki Industrial Area, Kanpur - 208022, India
tel.no: +91 (512) 2691113-116 | fax: +91 (512) 2691117
email: info@kanplas.com | web: www.kanplas.com

Manufacturers & Exporters: HDPE/PP Circular
Woven Fabrics, Sacks and FIBCS/Jumbo Bags
Multifilament Yarn

CIN L25209UP09UP1971PLC003444
ISO 9000:2008 ISO 22000 AIB BRC Certified

MINUTES OF THE 52nd ANNUAL GENERAL MEETING OF THE MEMBERS OF KANPUR PLASTIPACK LIMITED HELD ON THURSDAY, THE 14TH DAY OF SEPTEMBER, 2023 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY AT D-19-20, PANKI INDUSTRIAL AREA, KANPUR-208 022

Pursuant to the General Circular No. 10/2022 dated 28th December, 2022, issued by Ministry of Corporate Affairs ("MCA") read with previous circulars issued by the MCA in this regard (collectively to be referred to as "MCA circulars") and Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 issued by Securities and Exchange Board of India ("SEBI") read with other circulars issued by SEBI in this regard (collectively to be referred to as "SEBI Circulars"), Companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 52nd Annual General Meeting of the Company was held through VC/OAVM.

DIRECTORS PRESENT:

- | | | |
|----------------------------|---|--------------------------------|
| 1. Shri Manoj Agarwal | : | Chairman Cum Managing Director |
| 2. Shri Shashank Agarwal | : | Deputy Managing Director |
| 3. Shri Sunil Mehta. | : | Executive Director |
| 4. Smt. Usha Agarwal | : | Director |
| 5. Shri Prem S. Khamesra | : | Director |
| 6. Shri Subodh Kumar | : | Director |
| 7. Shri Akshay Kumar Gupta | : | Director |
| 8. Shri Dharam Bir Prasad | : | Director |
| 9. Shri Rajesh Chawla | : | Additional Director |

IN ATTENDANCE:

- | | | |
|--------------------------|---|-------------------|
| 1. Shri Vishal Jain | : | CFO |
| 2. Shri Ankur Srivastava | : | Company Secretary |


The representatives of Statutory Auditors M/s Rajiv Mehrotra & Associates and the team of Secretarial Auditors M/s Adesh Tandon & Associates, who are also acting as scrutinizers, attended the meeting.

Members Attended: As per the report provided by the National Securities Depository Limited (NSDL) 39 Members attended the meeting through Video Conferencing.

Company Secretary welcomed the shareholders to the 52nd Annual General meeting of Kanpur Plastipack Limited.

He then informed the shareholders that in compliance to the circulars of Ministry of Corporate Affairs and Securities and Exchange Board of India the 52nd AGM of your Company is being conducted through Video Conferencing.

He further informed that the proceedings of the meetings are being recorded and to ensure seamless proceedings and to avoid any kind of background sound all shareholders were kept on mute by the Host. Only those shareholders who have registered themselves as speakers will be allowed to speak in the meeting and they will be unmuted for their time slot by the host. Other Shareholders may also raise questions, if any, through the Q&A panel of the NSDL, the Company will reply through email. The questions of the shareholders which are already registered, if any, will be answered during the meeting.


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He further informed to the shareholders that the Company had provided the facility to the shareholders to exercise their voting rights through electronic voting. And for the benefit of the shareholders, who are present in the meeting and who had not already voted electronically, the Company has provided facility of e-voting in this meeting as well and the Shareholders who have not already casted their vote through remote e-voting may cast their vote after the proceedings of the meeting.

It was also informed to the shareholders that the voting result and recorded transcript of this meeting will be available on the website of the Company and also on the website of the Stock Exchanges after scrutinizer submits their report.

He then requested Chairman cum Managing Director of the Company Shri Manoj Agarwal to address to the shareholders.

It was informed to the shareholders that the Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Statutory Auditors and Secretarial Auditors are present in the Meeting.

With the permission of the members, notice convening the Annual General Meeting, Directors' Report and the Financial Statements for the year ended 31st March, 2023 were taken as read. Further, in view of no adverse remark in the Auditors Report, it was requested that it may also be taken as read. Further, it was informed to the shareholders that they may raise the questions and the same will be replied through email.

After the speech of Chairman Cum Managing Director, Company Secretary conducted the Question and Answer Session, however, it was noted that no shareholder was registered as speaker shareholder, hence, no question answer session was held.

Thereafter, Chairman Cum Managing Director informed to the Shareholders that e-voting facility is provided in the meeting and voting will remain open for 15 minutes after the time of closure of this meeting.

Shareholders, who had not casted their vote through remote e-voting, may cast their votes through e-voting after the meeting.

Thereafter, following resolutions were put to vote for which electronic voting have already taken place:

ORDINARY BUSINESSES

ITEM NO. 1 : ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2023 TOGETHER WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON:

“RESOLVED THAT Financial Statements for the year ended 31st March 2023 together with the Reports of Directors and Auditors thereon, be and are hereby received, considered and adopted.”



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ITEM NO. 2: ORDINARY RESOLUTION**TO CONSIDER DECLARATION OF DIVIDEND:**

“RESOLVED THAT the final dividend for the year 2022-23 at the rate of ₹ 0.50/- per share on the paid-up Equity Share Capital of the Company absorbing ₹ 1,07,33,379.00 (i.e. ₹ 0.50/- on 2,14,66,758 fully paid up equity shares) be and is hereby approved and declared.”

ITEM NO. 3: ORDINARY RESOLUTION**TO APPOINT A DIRECTOR IN PLACE OF SMT USHA AGARWAL (DIN: 00997099), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT;**

“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 Smt Usha Agarwal (DIN: 00997099), Director retiring by rotation be and is hereby re-appointed as Director of the Company and is liable to retire by rotation.”

SPECIAL BUSINESSES**ITEM NO. 4 – SPECIAL RESOLUTION****RE-APPOINTMENT OF SHRI MANOJ AGARWAL AS CHAIRMAN CUM MANAGING DIRECTOR**

“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 Manoj Agarwal be and is hereby reappointed as Chairman cum Managing Director for a period of 3 years w.e.f. 1st September, 2023 to 31st August, 2026 on the following terms and conditions as recommended by the Nomination and Remuneration Committee:-

1. Remuneration ₹ 6,00,000/- – ₹ 50,000/- -- ₹ 7,00,000/- per month.
2. Commission 2% of Net Profits of the Company payable annually.
3. 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 20% of Salary.
 - ii) The Company shall also provide such furniture and furnishing as may be required by the Chairman Cum Managing Director. Further, the expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.



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- 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 ₹ 30,000/-
- vi) Gratuity as per the rules of the Company but shall not exceed half month's salary for each completed year of service.
- vii) Encashment of leave at the end of tenure of service will not be included in the computation of the ceiling on perquisites.
- viii) He will not be entitled to any sitting fees for attending the meeting of the Board of Directors or Committees thereof.
- ix) He will be entitled to free use of Company's Car with driver for official as well as for personal purpose.
- x) 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 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, Deputy Managing Director (DIN: 02790029) and Shri Ankur Srivastava, Company Secretary of the Company (Membership no. F8537) 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.”

ITEM NO. 5 – SPECIAL RESOLUTION

APPOINTMENT OF SHRI RAJESH CHAWLA AS AN INDEPENDENT DIRECTOR

“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 Rajesh Chawla (DIN: 10195144) who was appointed as Additional Director w.e.f. 04.08.2023, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years upto 03.08.2028, not liable to retire by rotation.”



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“RESOLVED FURTHER THAT Shri Manoj Agarwal, (DIN: 00474146) Chairman Cum 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.”

ITEM NO. 6: ORDINARY RESOLUTION

TO RATIFY THE REMUNERATION PAYABLE TO THE COST ACCOUNTANT APPOINTED BY THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR 2023-24.

“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), the remuneration of ₹ 85,000/- payable to 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 2023-24 be and is hereby ratified.”

Thereafter the voting lines were announced to be open for the shareholders.

Vote of Thanks:

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 12:17 P.M.

PLACE: KANPUR
DATE: 20/09/2023



(CHAIRMAN)

ADDENDUM TO THE MINUTES OF THE 52nd ANNUAL GENERAL MEETING OF THE MEMBERS OF KANPUR PLASTIPACK LIMITED HELD ON THURSDAY, THE 14TH DAY OF SEPTEMBER, 2023 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY AT D-19-20, PANKI INDUSTRIAL AREA, KANPUR-208 022

The Scrutinizer M/s Adesh Tandon & Associates have submitted their combined report dated 15/09/2023 on remote electronic voting and electronic voting facility provided during the AGM containing the result of the electronic voting and voting through poll conducted at the Annual General Meeting.

On the basis of the report of the Scrutinizer, the Chairman Cum Managing Director of the Company Shri Manoj Agarwal had announced the voting result on 15/09/2023 as under:

Resolution No	Brief of Resolution	Mode of Voting (Show of hands/ Poll / Postal Ballot / E-Voting and Details of voting	Result of Voting
1.	Adoption of Financial Statements along with Auditors Report and Directors Report	E-Voting and Poll Details of Votes In favour : 11808188 Percentage: 99.9997% Against: 31 Percentage: 0.0003%	Passed with requisite majority
2.	To consider declaration of Dividend.	E-Voting and Poll Details of Votes In favour : 11808188 Percentage: 99.9997% Against: 31 Percentage: 0.0003%	Passed with requisite majority
3.	Re-appointment of Director who retires by rotation.	E-Voting and Poll Details of Votes In favour : 11808188 Percentage: 99.9997% Against: 31 Percentage: 0.0003%	Passed with requisite majority
4.	Re-appointment of Shri Manoj Agarwal as Chairman Cum Managing Director for a further period of 3 years	E-Voting and Poll Details of Votes In favour : 11808178 Percentage: 99.9997% Against: 41 Percentage: 0.0003%	Passed with requisite majority
5.	Appointment of Mr. Rajesh Chawla as an Independent Director	E-Voting and Poll Details of Votes In favour : 11808188 Percentage: 99.9997% Against: 31 Percentage: 0.0003%	Passed with requisite majority



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MINUTES OF THE MEETING OF


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6.	Ratification of the remuneration of Cost Auditor	E-Voting and Poll Details of Votes In favour : 11808178 Percentage: 99.9997% Against: 41 Percentage: 0.0003%	Passed with requisite majority
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Therefore, all the above resolutions put to vote were passed by the shareholders with requisite majority.


(CHAIRMAN)

PLACE: Kanpur
DATE: 20/09/2023


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