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

Courier 19/09/2019

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

Scrip Code : 507779

Sub.:- Submission of Minutes of Annual General Meeting.

Dear Sir,

Please find attached herewith Minutes of the 48th 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

MINUTES OF THE 48th ANNUAL GENERAL MEETING OF THE MEMBERS OF KANPUR PLASTIPACK LIMITED HELD ON THURSDAY, THE 12TH DAY OF SEPTEMBER, 2019 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY AT D-19-20, PANKI INDUSTRIAL AREA, KANPUR-208 022

DIRECTORS PRESENT:

1. Shri M. S. Agarwal	:	Chairman Emeritus
2. Shri Manoj Agarwal	:	Managing Director
3. Shri Shashank Agarwal	:	Deputy Managing Director
4. Shri Sunil Mehta	:	Executive Director
5. Shri Prem S. Khamesra	:	Director
6. Shri Subodh Kumar	:	Director
7. Shri R. G. Bagla	:	Director
8. Shri Dharam Bir Prasad	:	Additional Director

IN ATTENDANCE:

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

SPECIAL INVITEE:

1. Ms. Anjani Kheterpal	:	Statutory Auditors
2. Adesh Tandon & Associates	:	Secretarial Auditors & Scrutinizer

34 (THIRTYFOUR) MEMBERS PERSONALLY AND 1 (ONE) MEMBER THROUGH PROXY WERE PRESENT AT THE MEETING.

Shri Mahesh Swarup Agarwal took the chair at 12:05 P.M. and after ascertaining that the requisite Quorum for the Meeting was present, Chairman called the Meeting to order.

The Chairman welcomed the members and informed that the Registers, Documents, Auditors' Report and Secretarial Auditors Report is open and will remain accessible to the members for inspection during the continuance of the meeting.

The Chairman informed the members that Chairmen of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Statutory Auditors and Secretarial Auditors are present in the Meeting, the shareholders may prefer their queries to them. Thereafter, the Chairman delivered his speech, the text of which was circulated amongst the members.

With the permission of the members, notice convening the Annual General Meeting, Directors' Report and the Annual Accounts for the year ended 31st March, 2019 were taken as read. The Auditors' Report was read by Shri Vishal Jain, CFO of the Company.

Chairman's Initial

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

Company Secretary, clarified that if any shareholder had already casted his vote through electronic voting, such shareholder should not vote through poll.

Thereafter, the Chairman authorised the Company Secretary and the Scrutinizer appointed for the purpose to conduct the poll process. He further informed that the combined results of the electronic voting and the poll would be announced after obtaining the report of the scrutinizer. Thereafter, the ballot papers were circulated amongst the shareholders.

The Chairman placed before the meeting the following resolutions for which electronic voting have already taken place and invited queries from the members:

ORDINARY BUSINESS

ITEM NO. 1 : Ordinary Resolution

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2019 TOGETHER WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON:

"RESOLVED THAT Financial Statements for the year ended 31st March 2019 together with the Reports of Directors and Auditors thereon, be and are hereby received, considered and adopted."

ITEM NO. 2: Ordinary Resolution

TO CONSIDER DECLARATION OF DIVIDEND:

"RESOLVED THAT the dividend at the rate of ₹ 1.80/- per share on the paid up Equity Share Capital of the company absorbing ₹ 2,57,62,615.20 (i.e. ₹ 1.80/- on 1,43,12,564 fully paid up equity shares) be and is hereby approved and declared as final dividend for the financial year 2018-19."

ITEM NO. 3: Ordinary Resolution

TO APPOINT A DIRECTOR IN PLACE OF SHRI SHASHANK AGARWAL (DIN: 02790029), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Shri Shashank Agarwal (DIN: 02790029), Director retiring by rotation be and is hereby re-appointed as Director of the Company and is liable to retire by rotation."

Chairman's Initial

SPECIAL BUSINESS

ITEM NO. 4: Special Resolution

TO CONSIDER AND APPROVE THE RE-APPOINTEMNT OF SHRI SUNIL MEHTA AS EXECUTIVE 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 Sunil Mehta be and is hereby reappointed as Executive Director for a period of 5 years w.e.f. 1st September, 2019 to 31st August, 2024 on the following terms and conditions as recommended by the Remuneration and Nomination Committees:-

1. Remuneration : ₹ 1,80,000 /- - ₹ 25,000/- - ₹ 2,80,000/- per month (Revised terms of appointment shall be effective w.e.f. 01/01/2020 and the increment will be due on 1st January each year).

2. Self Development Allowance : ₹ 25,000/- per month.

3. Fixed Performance Incentive: ₹ 5,00,000/- payable annually.

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

i) House Rent Allowance shall be 50% of salary.

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

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

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

v) Personal Accident Insurance of an amount, the annual premium of which shall not exceed ₹ 12,000/-.

vi) Company's contribution towards Provident Fund as per the Rules of the Company but not exceeding limits as prescribed under the Government regulations from time to time.

vii) Company's contribution towards Superannuation Fund as per the rules of the Company but it shall not together with the Company's contribution to Provident Fund exceed 25% of the salary. Contribution to Provident Fund and Superannuation Fund not to be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

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

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

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

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

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

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

"**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Shri Sunil Mehta by way of salary, allowances and perquisites, shall not exceed the maximum limit as prescribed under schedule V of the Companies Act, 2013."

"**RESOLVED FURHTER THAT** Shri Manoj Agarwal, Managing Director and Shri Ankur Srivastava, Company Secretary of the Company be and are hereby jointly and / or severally authorised to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect the above resolution."

ITEM NO. 5: Ordinary Resolution

APPOINTMENT OF SHRI DHARAM BIR PRASAD AS 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 Dharam Bir Prasad (DIN: 08453624) who was appointed as Additional Director w.e.f. 27.05.2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years upto 26.05.2024, not liable to retire by rotation."

"**RESOLVED FURTHER THAT** Shri Manoj Agarwal, (DIN: 00474146) Managing Director and Shri Ankur Srivastava, (F8537) Company Secretary of the Company be and are hereby jointly and / or severally authorised to do all such acts, deeds and things as may deemed necessary, desirable and expedient to give effect to the above resolution."

Chairman's Initial

ITEM NO. 6: Special Resolution

TO INCREASE THE LIMITS OF BORROWING AND MORTGAGE UNDER SECTION 180(1)(A) AND SECTION (180(1)(C)

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

"**RESOLVED FURTHER THAT** Shri Manoj Agarwal, Managing Director (DIN: 00474146), Shri Shashank Agarwal, Deputy Managing Director (DIN: 02790029) and Shri Ankur Srivastava, Company Secretary (Membership NO. F8537) be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things as may deemed necessary, desirable or expedient to give effect to for implementing of the above resolution or otherwise considered to be in the best interests of the Company."

ITEM NO.7: Ordinary Resolution

RATIFICATION OF THE REMUNERATION OF COST AUDITOR

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), M/s Rakesh Misra & Company, Cost Auditors appointed by the Board of Directors of the Company as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2020, be paid ₹ 85,000/- as the remuneration to conduct the Cost Audit for the year 2019-20."

Chairman's Initial

After the voting the polling papers were blocked by the Scrutinizer.

Vote of Thanks:

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 12:35 P.M.

PLACE: KANPUR
DATE: 18-09-2019

(CHAIRMAN)

ADDENDUM TO THE MINUTES OF THE 48th ANNUAL GENERAL MEETING OF THE MEMBERS OF KANPUR PLASTIPACK LIMITED HELD ON THURSDAY, THE 12TH DAY OF SEPTEMBER, 2019 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 on electronic voting and poll on 12/09/2019 at 8:30 PM 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 of the Company Shri Mahesh Swarup Agarwal had announced the voting result on 13/09/2019 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 : 10379062 Percentage: 100% Against: 0 Percentage: 0	Passed with requisite majority
2.	To consider declaration of Dividend.	E-Voting and Poll Details of Votes In favour : 10378952 Percentage: 100% Against: 0 Percentage: 0	Passed with requisite majority
3.	Re-appointment of Director who retires by rotation.	E-Voting and Poll Details of Votes In favour : 10378702 Percentage: 99.999% Against: 125 Percentage: 0.001%	Passed with requisite majority
4.	To reappoint Shri Sunil Mehta as Executive Director	E-Voting and Poll Details of Votes In favour : 10378702 Percentage: 99.999% Against: 125 Percentage: 0.001%	Passed with requisite majority
5.	Appointment of Shri Dharam Bir Prasad as Independent Director	E-Voting and Poll Details of Votes In favour : 10378702 Percentage: 99.999% Against: 125 Percentage: 0.001%	Passed with requisite majority
6.	To increase the limits of borrowing and mortgage under section 180(1)(a) and Section -(180(1)(c)	E-Voting and Poll Details of Votes In favour : 10378138 Percentage: 99.996% Against: 407 Percentage: 0.004%	Passed with requisite majority

7.	Ratification of the remuneration of Cost Auditor	E-Voting and Poll Details of Votes In favour : 10378702 Percentage: 99.999% Against: 125 Percentage: 0.001%	Passed with requisite majority

Therefore, all the above resolutions put to vote were passed by the shareholders with requisite majority.

(CHAIRMAN)

PLACE: KANPUR
DATE: 18-09-2019

Chairman's Initial