KARUR K.C.P. PACKKAGINGS LIMITED

CIN: L21029PY1991PLC000730
Registered Office : No.1, First Floor, Bhagath Singh Street,
(Behind Standard Ice Factory), Bharathipuram, Puducherry - 605 011.
Corporate Office : 330/1, Chinna Andan Koil Road, Karur - 639 001.
Email: company_secretary@karurkcp.in Website: www.karurkcp.in
Phone Number : 04324-240063,240663

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extra Ordinary General Meeting of **KARUR K.C.P PACKKAGINGS LIMITED** will be held on Monday**, the 25th Day of April, 2016** at **11.30 A.M.** at the **Registered Office** of the Company situated at No:1, First Floor, Bhagath Singh Street, (Behind Standard Ice Factory), Bharathipuram, Puducherry – 605 011 to transact the following Special businesses:

1. Approval of Amendment in the terms of Foreign Currency Convertible Bonds

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

RESOLVED THAT in continuation and furtherance to the resolution passed at the meeting of Shareholders of the Company held on 27th November, 2010, and subsequent approvals, consents, permissions and sanctions as received in connection with the said resolution and in accordance with the provisions of the Companies Act, 2013 (the "Companies Act") (including any amendments thereto or re-enactments thereof for the time being in force) , to the extend notified and in effect, and rules made thereunder and applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), the Foreign Exchange Management Act, 1999, (FEMA) as amended, read with the rules, regulations, schemes, guidelines, notifications and circulars issued thereunder, to the extent applicable, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, The Securities and Exchange Board of India Act, 1992 (SEBI read with the rules, regulations, schemes, guidelines, notifications and circulars issued thereunder, to the extent applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Memorandum of Association and Articles of Association of the Company, The Offering Circular dated 26.04.2006, the Trust Deed dated 26.04.2006 and Supplemental Trust Deed dated 10-06-2011 entered between the Company and the Bank of New York, the trustees for the Bondholders, The Agency Agreement dated 26 April 2006 and 10th June, 2011 entered into between the Company, The Bank of New York, London Branch (as Principal Paying and Conversion Agent and Transfer Agent) The Bank of New York, (as Registrar) and The Bank of New York (Luxembourg) S.A. (as Paying and Conversion Agent and Transfer Agent) ("Agency Agreement"); and such other deeds, documents in relation there to and subject to the other approvals, consents, permissions and sanctions as might be all required and subject to such conditions and modifications as might be prescribed by any of them while granting such approvals, consent of the Company be and is hereby accorded to incorporate and to give effect the changes to the original terms and conditions pertaining to USD 1,00,00,000 unsecured Foreign Currency Convertible Bonds issued by the Company vide The Offering Circular dated 26.04.2006 as below:

- *Extension of time for conversion of FCCBs by 3 years, i.e. from 26.04.2016 to 26.04.2019;*
- *Existing Coupon Rate of 0% (Zero Percent) and YTM of 5% (Five Percent) shall remain unchanged;*
- *Deletion of existing conditions 8.1.1 and 8.1.2 of the Offering Circular dated 26th April, 2006 and by substituting the following new conditions 8.1.1 and 8.1.2:*

  8.1.1 Unless previously converted or purchased and cancelled as provided herein, the Issuer will redeem each Authorised Denomination of the Bonds in cash at USD 165764.08 on the Maturity Date, or if such day if not a Business Day, the immediately preceding Business Day.

  8.1.2 The Accreted Principal Amount of each Authorised Denomination of Bonds shall be determined by the Issuer so that it represents for the Bondholder thereof a yield-to-maturity of 5 per cent. per annum (calculated on a semi-annual basis) and shall be calculated in accordance with the following formula rounded (if necessary) to two decimal places with 0.005 being rounded upwards (provided that if the redemption date is an anniversary date, the Accreted Principal Amount shall be as set out in the table below in respect of such redemption date:

Accreted Principal Amount = (Previous Accreted Principal Amount) x (1+r/2)^(d/p) – AI

Previous Accreted Principal Amount = the Accreted Principal Amount on the semi-annual date immediately preceding the date fixed for redemption as set out below:

Semi-annual Date	*Accreted Principal Amount USD*
26 April, 2016	*165764.08*
26 October, 2016	*169908.18*
26 April, 2017	*174155.88*
26 October, 2016	*178509.77*
26 April, 2017	*182972.51*
26 October, 2016	*187546.82*
26 April, 2019 (Maturity Date)	*192235.49*

r = 5.0 per cent expressed as a fraction.

d = number of days from and including the immediately preceding Interest Payment Date (or, if the Bonds are to be redeemed on or before 26 October 2017, from and including the Closing Date) to, but excluding, the date fixed for redemption, calculated on the basis of a 360-day year consisting of 12 months of 30/31 days each and, in the case of an incomplete month, the number of days elapsed.

P = the number of days from and including the immediately preceding Interest Payment Date (or, if none, the Closing Date) to but excluding the next Interest Payment Date.

AI = accrued interest on the Authorised Denomination of the Bonds from and including the immediately preceding Interest Payment Date (or if the Bonds are redeemed prior to 26 October 2017 from and including the Interest Commencement Date) to but excluding the redemption date, calculated on the basis of a 365 day year consisting of 12 months of 30/31 days each and, in the case of an incomplete month, the number of days elapsed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to finalise and execute all such documents, deeds and writings as it may deem fit, necessary, proper, desirable or expedient including but not limited to amendments in the Trust Deed, Agency Agreement, Terms and conditions contained in Bond Certificates and such other deeds, documents in relation thereto (wherever required) and to give such directions and/or instructions as it may from time to time decide and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or any committee thereof or any other officer(s) of the Company as the Board may decide in this behalf from time to time.

2. Borrowing Powers of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

RESOLVED THAT in supersession of the all the resolutions passed earlier in this matter, the consent of the Company, under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing, from time to time, as it may consider fit, any sum or sums of monies, on such terms and conditions as the Board may deem fit notwithstanding that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loan obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.1000 Crores (Rupees One Thousand Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to finalise and execute all such documents, deeds and writings as it may deem fit, necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or any committee thereof or any other officer(s) of the Company as the Board may decide in this behalf from time to time.

3. Amendment of incidental or ancillary objects clause of the Memorandum of Association

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

RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Incidental or Ancillary Objects Clause of the Memorandum of Association of the Company be altered by replacing the existing clauses (III)(B)5 and 12 with the following clauses (III)(B) 5 and 12:

5. *Subject to the provisions of the Companies Act, 2013, to appoint Director or Managers of any subsidiary company or of any other company in which this company is or may be interested.*

12. *Subject to the provision of the Companies Act, 2013, to borrow or rise money from Banks Financial institutions, private firms and individuals or to receive money on deposit and invest or otherwise deal in such manner as the company may think fit, and in security of any such money so borrowed, raised or received to mortgage pledge or charge the whole or any part of the property, assets or revenue of the company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem, or pay off any such securities. The company shall not carry on the business of Banking within the meaning of the banking Regulation Act, 1949.*

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to finalise and execute all such documents, deeds and writings as it may deem fit, necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or any committee thereof or any other officer(s) of the Company as the Board may decide in this behalf from time to time.

4. Deletion of the Other Objects Clause of the Memorandum of Association

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

RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be altered by completely deleting the clause III(C) 1 to III(C) 12.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to finalise and execute all such documents, deeds and writings as it may deem fit, necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or any committee thereof or any other officer(s) of the Company as the Board may decide in this behalf from time to time.

5. Amendment of the Liability Clause of Memorandum of Association

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

"**RESOLVED THAT** pursuant to provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to finalise and execute all such documents, deeds and writings as it may deem fit, necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or any committee thereof or any other officer(s) of the Company as the Board may decide in this behalf from time to time.

6. Adoption of new set of Articles of Association:

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

"**RESOLVED THAT**, pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 191 with the new regulations 1 to 208, which are approved and adopted as new regulations of Articles of Association of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to finalise and execute all such documents, deeds and writings as it may deem fit, necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board or any committee thereof or any other officer(s) of the Company as the Board may decide in this behalf from time to time.

By order of the Board of Directors
For Karur K.C.P.Packkagings Limited

Sd/-
K.C.Pallani Shamy
Chairman & Managing Director
DIN: 00059741

Place: Karur

Date: 16.03.2016

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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.
3. The instrument appointing the proxy, duly completed must be deposited at the registered office of the Company at least 48 hours before the Commencement of the meeting. A blank proxy form is attached.
4. 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, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies/Authorised Representatives should bring duly filled Attendance Slip sent herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
7. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
8. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS)/ Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrar and Share Transfer Agent (RTA), M/s. S.K.D.C Consultants Limited (SKDC). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and SKDC to provide efficient and better services.
9. Members holding shares in physical form are requested to send all correspondence with respect to the updation of their bank details, transfer of shares, change of address, conversion of physical shares into Demat form etc., to SKDC.
10. Members may visit Company's website: www.karurkcp.in and contact us at e-mail: company_secretary@karurkcp.in.
11. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing a facility to its members to exercise their votes electronically through the remote e-voting facility arranged by Central Depository Services (India) Limited ("CDSL") for all items of business as set out in the notice of the EGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions. The facility for voting through ballot/poll paper will also be made available at the EGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through voting by ballot/poll paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. The Board of Directors has appointed Mr. N. Ramanathan, Partner, M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner. The Company

has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional.

12. 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

13. The procedure and instructions for remote e-voting is furnished in this notice.

14. The instructions electronic voting (e-voting) are as under:

Instructions for remote e-voting:

- The remote voting period begins on Friday, 22.04.2016 at 10.00 A.M. and ends on Sunday, 24.04.2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which has been fixed as 18.04.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	● Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. (Sequence number has been provided as Serial Number (SL NO.) in the Address Label ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	● Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	● Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- Click on the EVSN for KARUR K.C.P PACKKAGINGS LIMITED.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- The facility for voting through ballot/poll paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- The remote e-voting period commences on 10.00 A.M. on Friday, 22nd April, 2016 and ends on 5.00 P.M on Sunday, 24th April, 2016. During this period, the shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date of 18th April, 2016, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on 18th April, 2016 - cut-off date (and who have not cast their vote electronically during currency of remote e-voting, may only cast their vote at the Extra Ordinary General Meeting.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut Off date i.e 18th April, 2016, may obtain the login ID and password by sending a request in writing at helpdesk.evoting@cdslindia.com.
- However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.

- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the EGM through ballot paper.
- Shri. N. Ramanathan, Partner of M/s. S Dhanapal & Associates, Practising Company Secretaries (Membership No.FCS 6665) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Poling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the Extra-ordinary General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 18th April, 2016.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.karurkcp.in and on the website of the CDSL within two days of the passing of the passing of the resolutions at the Extra Ordinary General Meeting of the Company, and communicated to BSE Ltd.

15. For the convenience of the members, a route map indicating the EGM venue is annexed to this notice.

16. The Notice of the EGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent to all members by Registered Post/Speed Post.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Your Company had issued two per cent US$10,000,000 Unsecured Foreign Currency Convertible Bonds vide Offering Circular dated 26th April, 2006 which were due for Maturity on 26th April, 2011. At the Extra-Ordinary General Meeting of the members held on 27th November, 2010, the maturity date was extended till 26th April, 2016, the Coupon Rate changed to zero percent and the YTM changed to 5 percent besides few other amendments. Accordingly these bonds are due for maturity on 26th April, 2016. Your Company is in need of funds towards its growth and expansion in business activities and hence it is proposed to further extend the maturity period by 3 years, thereby extending the maturity date to 26th April, 2019. This proposal has been approved by the Board of Directors at their meeting (Meeting of the Committee of the Board) held on 01.03.2016 and Board meeting held on 16.03.2016.

The Consent of the Members of the Company is being sought to authorize the Board, to revise, modify and amend the terms of the issue and maturity as stated in the proposed resolution at Item No.1 of the Notice.

To give effect to these amendments, the relevant provisions of the Trust Deed, Agency Agreement, Terms and conditions contained in Bond Certificates and such other deeds, documents in relation thereto (wherever required) shall be amended accordingly and suitably with effect from such date as may be decided amongst the Board, Trustee and the Bondholders.

The Board recommends the resolution set forth in Item No.1 for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the Resolution.

Item No.2

Your Company requires money from time to time to fund its business operations and for this purpose it borrows money from various sources to the best interest of the Company. In terms of provisions of Section 180(1)(c) of the Companies Act, 2013, members approval by means of special resolution is required in case the Company proposes to borrow money in excess of its Paid up Capital and Free Reserves.

The Consent of the Members of the Company is being sought to authorize the Board to borrow money for the purpose of business of the Company from time to time within the limits approved by the Shareholders of the Company, as stated in the proposed resolution at Item No.2 of the Notice, which may exceed its Paid up Capital and Free Reserves. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within a reasonable limit.

The above proposal is in the interest of the Company. The Board recommends the resolution set forth in Item No.2 for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the Resolution.

Item No. 3 to 6

With the passing of Companies Act, 2013, the Company needs to alter some of the clauses of Memorandum of Association of the Company and completely amend the Articles of Association to bring them in line with the requirements of Companies Act, 2013. The modification in Memorandum and Articles of Association is carried out to give effect to provisions of Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

The entire set of existing Memorandum and Articles of Association as well as the proposed new set of Memorandum and Articles of Association are available for inspection at the registered office of the company from Monday to Friday between 10.00 A.M. to 2.00 P.M. till the conclusion of the aforesaid Extra Ordinary general meeting.

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

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

By order of the Board of Directors
For Karur K.C.P.Packkagings Limited

Sd/-
K.C.Pallani Shamy
Chairman & Managing Director
DIN: 00059741

Place: Karur

Date: 16.03.2016

ROUTE MAP OF VENUE OF EGM