



**AGILITY.
STABILITY.
SUSTAINABILITY.**





**"OUR ONLY SECURITY
IS OUR ABILITY
TO CHANGE."**

John Lily

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**A COMBINATION OF AGILITY,
STABILITY AND SUSTAINABILITY
HELPED KANPUR PLASTIPACK
LIMITED ENDURE MORE THAN
FOUR DECADES IN A VOLATILE
RAFFIA INDUSTRY.**

COUNTERING CHALLENGING
RESOURCE COSTS.

RIDING EVOLVING
CONSUMER PREFERENCES.

BRIDGING GENERATIONAL
CHANGES.

LEVERAGING AN ERA OF
SWEEPING GLOBALISATION.



AGILITY.

CUSTOMERS SEEK TO WORK WITH AGILE, DYNAMIC AND KNOWLEDGE-DRIVEN FIBC SOLUTION PROVIDERS.

Kanpur Plastipack is one such major FIBC manufacturer.

Possessing a rich heritage of 45 years and wide experience across market cycles.

Driven by a focus on relationship-led marketing, enabling it to create a robust product niche.

Backed by low-cost manufacture, high product quality, timely service and wide distribution competencies.

STABILITY.

CUSTOMERS SEEK STABLE AND DEPENDABLE BUSINESSES THEY CAN TRUST.

Kanpur Plastipack's three generations provide customers a reassuring picture of continuity and change.

The result is stable customer relationships accounting for a larger share of the customer wallet. Almost 70% of the Company's revenues were derived from longstanding customers serviced for five years or more.

A stable workforce touching more than 2,500 families was inspired by a healthy HR policy that helped the Company achieve challenging goals.

SUSTAINABILITY.

CUSTOMERS SEEK TO WORK WITH COMPANIES POSSESSING A CREDIBLE AND SUSTAINABLE BALANCE SHEET.

Kanpur Plastipack's turnover grew 34% in the five years ending 2015-16; profit after tax grew 58% during the period. The Company reported profitable growth for the 20th year running in 2015-16.

The Company distributed ₹ 9.97 crore in dividend (including dividend distribution tax) to shareholders over the decade. Besides, it enriched the local community through ₹ 14.30 crore disbursed as wages and salaries in 2015-16.



FIBC



MFY

KANPUR PLASTIPACK HAS ENDURED AND SUCCEEDED ON ACCOUNT OF ITS COMPETITIVE OPERATIONAL LOW-COST ENGINE.

THIS COMPETITIVENESS HAS TRANSLATED INTO VIABILITY ACROSS MARKET CYCLES.

REFLECTED IN THE ABILITY TO COMMISSION CAPACITIES AHEAD OF DEMAND; THE ABILITY TO COMMISSION CAPACITIES AT RELATIVELY LOWER COSTS; THE ABILITY TO PROVIDE A WIDE AND CUSTOMIZED PRODUCT SUITE.

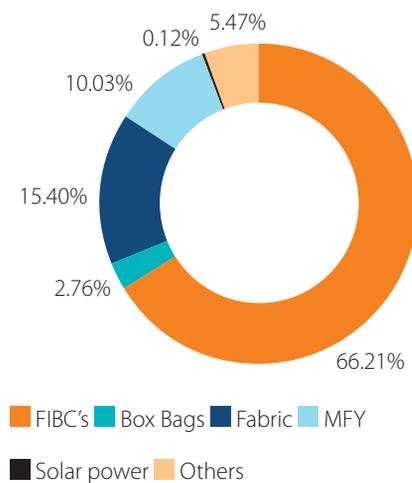
Our business

Kanpur Plastipack was established in 1971 as a raffia flat tapes and woven sacks manufacturing enterprise. The Company graduated to the production of FIBCs and bulk bags in 1999. The last six years has seen the Company diversify into PP multi-filament yarn (MFY), adding a trading division where the Company is a consignment stockist of IOCL and incorporating a solar energy division for captive consumption.

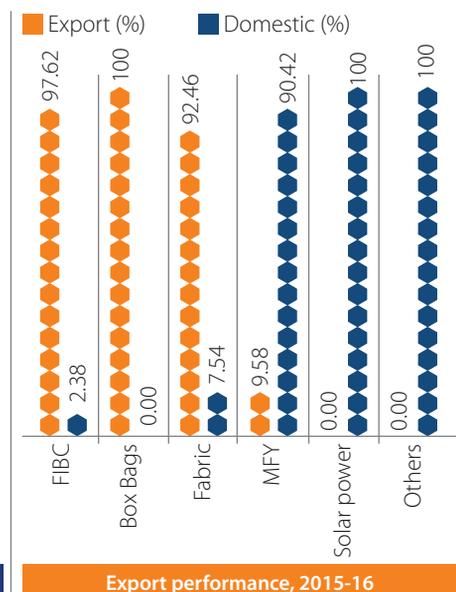
Kanpur Plastipack is one of the few companies in India to offer a complete range of packaging products and services under one roof. The Company possesses a rated capacity of 7 million FIBCs per annum; with woven PP fabric, the aggregate capacity is 14,000 MTPA. The Company is also one of the few in India to offer 'clean room bags' for food packaging with all international certifications.

Business profile

Percentage of total revenue



Revenue distribution product-wise, 2015-16



Export performance, 2015-16



Three generation of promoters



'Clean' room

Our promoters

Mr. M.S. Agarwal founded the Company and continues as its Chairman Emeritus. The Company is ably run under the stewardship of Mr. Manoj Agarwal, Managing Director, and his son Mr. Shashank Agarwal, Director Technical, a rare instance of three generations extremely engaged in the business.

Our customers

Kanpur Plastipack values relationships. The Company prides in enduring associations with repeat customers, a number of whom have been working with the Company for more than 20 years. The Company has been providing packaging goods for 45 years. We are proud to state that we are not just product providers; we engage as active

partners with customers, emerging as a reliable part of their success story. Besides, our strength lies in marketing products to diverse geographic locations, insulating us from location concentration risks.

Kanpur Plastipack's products are used across a range of applications that include fertilizers, cement, animal feed and pet food, seeds, chemicals and minerals, sugar and flour, among others. Almost 42 million tons of finished goods were packed in our products by customers during the last decade.

Our infrastructure

Kanpur Plastipack operates from two facilities with world-class equipment, located within a mile of each other. It is also among the few in the industry to

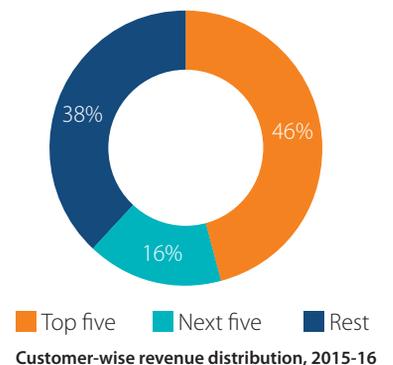
offer certified, food-grade bags that are HACCP, BRC and AIB-certified from its clean room facility. With over 350,000 sq. ft of built-up factory and warehousing areas, the Company possesses adequate space for a modern unit. The Company recently purchased about 20 acres in Kanpur Rural to facilitate expansion and growth.

Our listing

The Company is listed on the BSE. Its market capitalization was almost ₹ 100 crores as on 31 March 2016. The promoter group held 69.19% of the Company's outstanding equity on that date. The management has proposed a final dividend of 6% (FV per share ₹ 10) in 2015-16, over and above the 12% interim payout in March 2016.

Why customers select to work with us across the long-term

- We bring to them a rich bandwidth of knowledge and experience extending across 45 years
- We own and operate world-class manufacturing infrastructure
- We offer a completely integrated facility - a one-stop convenience
- We possess a clean room facility for 'food grade FIBC'
- We possess several food grade certifications
- We have invested in comprehensive testing facilities, skilled workmen and qualified technicians
- We use clean renewable energy
- We believe in long-term customer relationships
- We ensure a timely resolution of customer issues and queries
- We assure guaranteed, on-time product dispatch
- We deliver products with speed, critical in a business where the dispatch of the customer's products depends on our timely shipment



KANPUR PLASTIPACK IS A RESPECTED GLOBAL MANUFACTURER OF WORLD-CLASS FLEXIBLE INTERMEDIATE BULK CONTAINERS.

THE FIRST STOP
FOR A NUMBER
OF DEMANDING
CUSTOMERS
WHO SEEK A
COMPREHENSIVE
SOLUTION FOR THEIR
BULK PACKAGING
NEEDS.

A DEPENDABLE
PARTNER FOR
CUSTOMERS SEEKING
PEACE OF MIND.





How do you transfer bulk products with the highest hygiene safeguards built into the packaging?

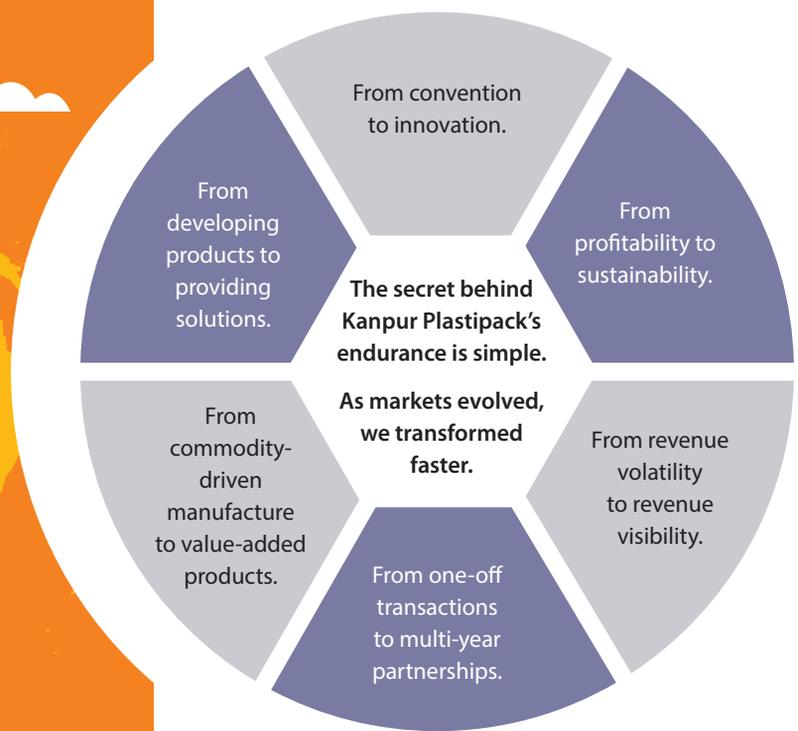
How do you transfer bulk polymers and petrochemicals with the highest transportation efficiency?

How do you transfer sugar and milk powder to destinations with zero contamination?

A growing number of large, global customers are turning to Kanpur Plastipack for these dependable packaging solutions.

By virtue of its extensive integration with the packaging needs of its customers, the Company grew revenues to ₹ 249 crore in the year ending 2015-16.

Agility. Stability. Sustainability. They enrich.



STATEMENT FROM THE TOP



Dennis Shacholberg

THERE ARE A NUMBER
OF REASONS WHY OUR
CUSTOMERS SELECT TO
WORK WITH US.

One, industrial bulk packaging is key to any user of bags. We strive to deliver our products on schedule, which makes it possible for our customers to dispatch the end product on time.

Two, Kanpur Plastipack introduced research-based engineering innovation in a typically undifferentiated product space. The Company was among the first FIBC companies in India to manufacture stiff loops out of polypropylene (PP) that strengthened product durability and transportability; the Company produced special bags for packaging extremely fine powder that eliminated leaks.

Three, the Company adopted lean manufacturing practices in a largely manual environment towards strengthening business excellence.

Four, we are gradually altering our customer base towards more demanding end-users and are improving margins by offering value-added products where the focus has extended from volumes to profitability.

Five, we have instituted an exclusive customer support team to enhance customer experience. The team works closely with customers, comprehending their requirements collaboratively, exploring solutions and addressing ongoing service needs. Our strength lies in building and nurturing relationships in a continuous way.

Six, in a business where it is challenging to train people, we instituted a pioneering piece rate system to incentivize higher output and quality, strengthening people retention.

Seven, we infused a raw material management science even as our insights into commodity cycles facilitates responsible price forecasting. Besides, our production planning facilitates timely material purchase. As a stockist for Indian Oil products, we leverage our understanding of supply-demand economics to improve our competitiveness.

Eight, we invested significantly in developing an ERP customized exclusively to our needs in a space marked by legacy systems. The result has been informed decision-making and superior mapping of the product journey to pan-global customers.

Nine, we widened our presence across 30 countries. The result is a wider geographic spread and reducing risks related to customer concentration.

Ten, lower revenues in the year under report were primarily due to lower raw material prices arising out of a worldwide slump in crude oil prices. Despite this, the Company grew profits by a healthy 44% in 2015-16.

Excitement

On the overall, our intent is to strengthen profitability, offering products and

solutions that enhance margins. The new initiatives will make it possible for us to emerge as one of the most profitable bulk packaging solution providers in the world in a typically commoditized business. As we move into the future, there are three distinct sources of excitement.

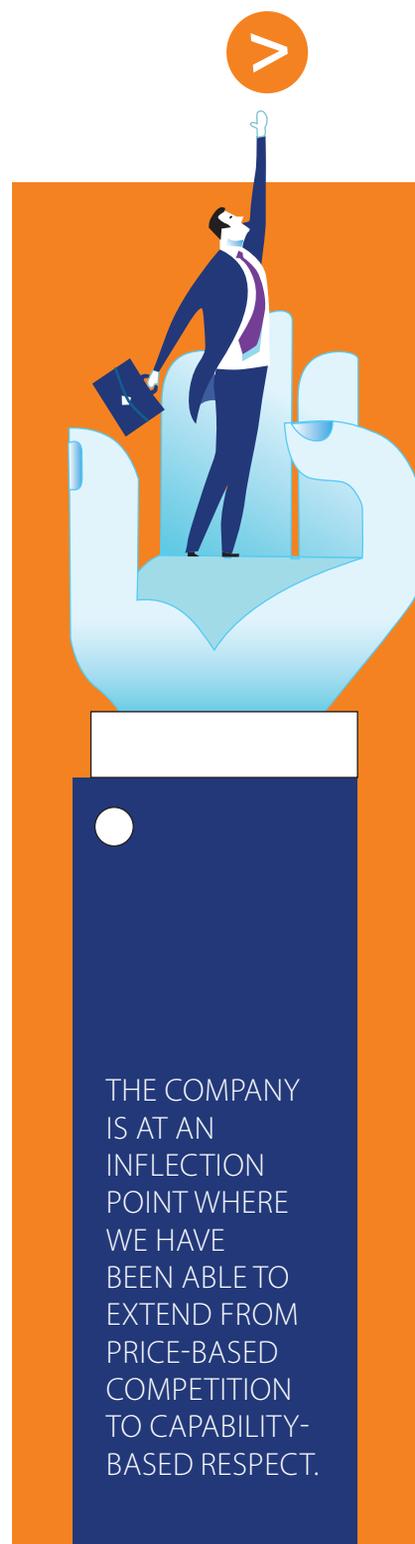
The 750,000 MTPA global FIBC industry is growing at about 3% annually. Our 14,000 MTPA capacity makes us one of the five largest global FIBC players with a 2% market share, offering an attractive growth opportunity.

The Company is at an inflection point where we have been able to extend from price-based competition to capability-based respect. This validates our evolution from a product convertor into a value-added, tech-oriented packaging solutions provider with positive margin implications.

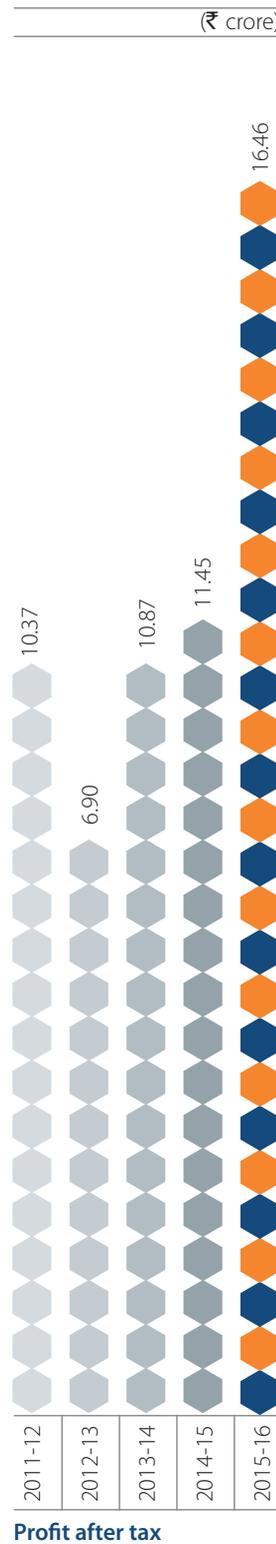
The Company is currently engaged in viability studies to establish a state-of-the-art facility in the field of diversified packaging to generate growth for the next 15 years, utilizing our large cash pool to counter the prevailing under-investment in our current business.

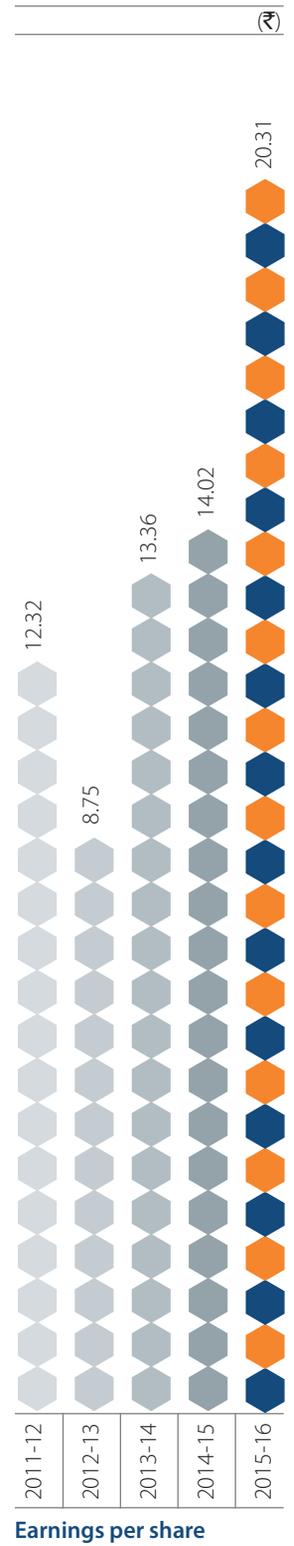
Going forward, I am optimistic that the Company possesses an exciting future that should translate into enhanced value for all our stakeholders.

Manoj Agarwal,
Managing Director



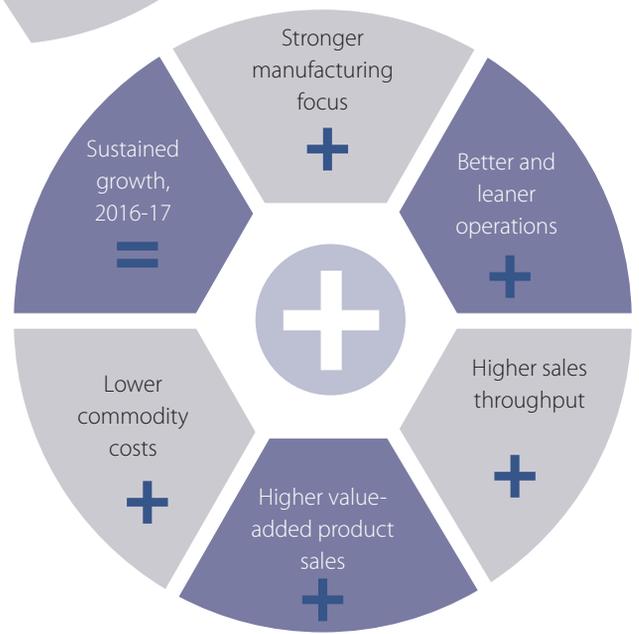
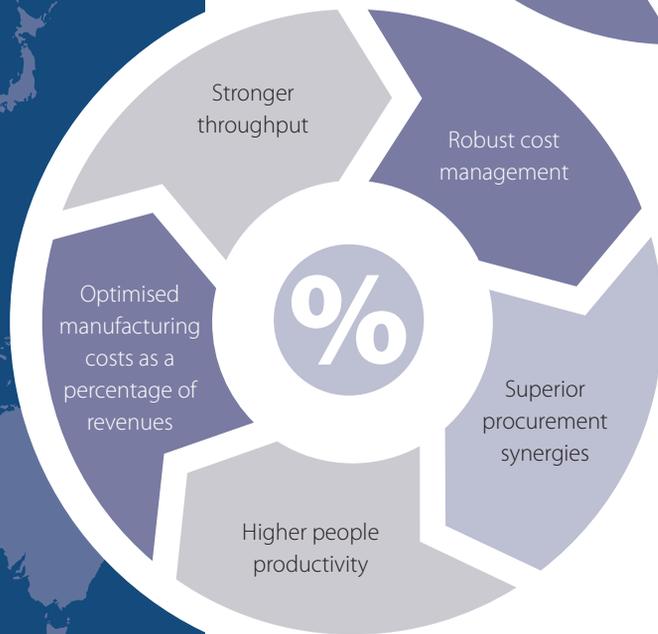
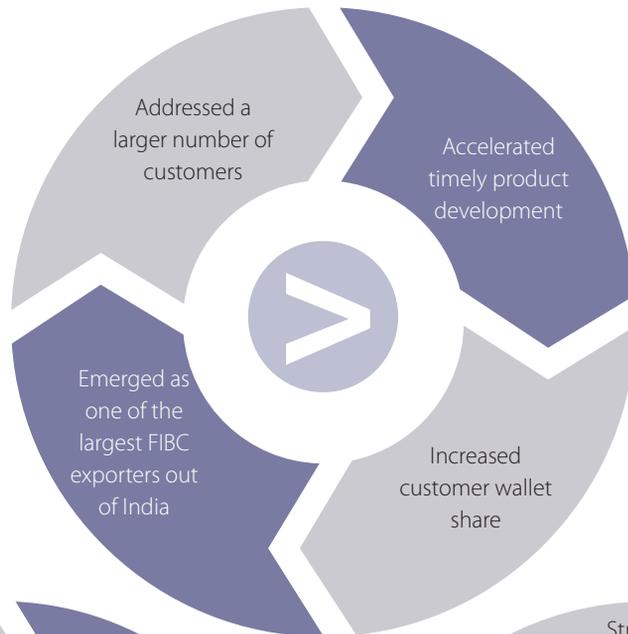
OUR SUSTAINABLE GROWTH JOURNEY





TRANSFORMATION AT KANPUR PLASTIPACK





Our rating: CRISIL has revised its outlook on the long-term bank facilities of Kanpur Plastipack to 'stable' from 'positive', while upgrading its rating on the long-term bank facilities to 'CRISIL BBB+' from 'CRISIL BBB' and short-term facilities to 'CRISIL A2' from 'CRISIL A3+'. The rating upgrade reflects CRISIL's expectation of improvement in the Company's business risk profile over the medium term.



5 QUESTIONS

Shashank Agarwal,
Director (Technical),
shares the highlights of 2015-16.

Q. Were you happy with the way things shaped at the Company in 2015-16?

I was happy because despite a challenging global environment with lower consumption demand, we achieved 98% capacity utilization and marketed more than we produced, which means that we extensively liquidated our finished goods inventory. Besides, even as there was an overall raw material resource (polypropylene) scarcity, our precise forecasting translated into timely stocking, which protected our production schedules and vendor dependability.

Q. What were some of the key developments in 2015-16?

The most significant development was a delinking between costs and prices for one product in the foods industry. This validates our engineering competence and agility to customize technology-oriented products.

The second development was the installation of 306 kW solar power panels (September 2015) in our plant,

aggregating into a 506 kW installation, which now accounts for almost 5% of our annual power requirement. We are the first such unit in Uttar Pradesh to have invested in renewable energy.

We capitalised on the 40% decline in crude price over the previous year, moderating raw material costs from 62% of turnover in 2014-15 to 56% in 2015-16. Besides, we largely maintained realizations around our 2014-15 levels, widening EBIDTA margins 329 bps to 15%, which were among the highest in our industry in 2015-16.

Q. How does the company intend to reduce working capital intensity?

This is a good question. Almost 28% of our working capital outlay is typically blocked as work-in-progress. Because of focused programmes, we were able to shrink our raw material stock holding period from 30 days to 25 days across three years. Going ahead, we intend to initiate 5S and lean manufacturing practices to streamline processes, ensuring just-in-time material availability. We are also re-looking our raw material procurement planning to block as little working capital as possible.

Q. What are the prospects of the business?

Positive. The product is irreplaceable. In 2014, FIBC imports into major consumption destinations (EU, US and Canada) grew from 260,000 MT to 280,000 MT in 2015. Moreover, the share of exports to the US from India increased from 25% in 2012 to over 39% in 2015, while China's share correspondingly declined from 45% to 42% during the period. Similarly, Indian imports into the EU strengthened from 42% in 2012 to over 49% in 2015. It is increasingly evident that India is capturing the share of major FIBC export countries by virtue of its competitiveness and compliances. Besides, growth in the global economy from 3.1% in 2015 to 3.4% in 2016 (*Source: IMF*) is expected to catalyse our prospects, going forward.

Q. What initiatives are planned for 2016-17 and beyond?

We intend to debottleneck assets and enhance capacity utilization. Following our operational excellence programmes, we hope to reduce our WIP inventory to 20-25 days of sales, moderating our working capital outlay and interest costs. Besides, we expect to widen our product basket towards value-added products. We intend to barcode our inventory, enhancing identification and control across the value chain. On the overall, we expect to report increased revenue growth in 2016-17 with an upward bias in margins – an attractive volume-value play.

BOARD OF DIRECTORS PROFILE

Shri Mahesh Swarup Agarwal, *Chairman Emeritus*

Shri Mahesh Swarup Agarwal is the founder of the Company, successfully guiding its operations for the past 45 years. His astute leadership and foresight has helped sustain the Company's growth over the years. He was President of Merchants Chamber of Uttar Pradesh in 2004-05 and was awarded the 'President's Salute' by the Rotary International President for his outstanding contribution to community service, in 1991. He was also Founder President of Plastic Woven Sacks Manufacturers Association (All India) from 1986 to 1988 and also President of Panki Industry Association from 1976 to 1986. He has been honored with the prestigious 'Lifetime Achievement Award' from AIFTMA and TIE UP.

Shri Manoj Agarwal, *Managing Director*

He holds a Masters in Management Studies from BITS, Pilani, and has been guiding the Company's operations for over 38 years now. Under his able leadership, the Company's operations have improved considerably from an annual turnover of ₹100 crore in the year 2009-10 to the present ₹250 crore. He has been a past Chairman of the Plastics Export Promotion Council, past President of Indian Flexible Intermediate Bulk Container Association and is actively involved in a number of professional and social bodies.

Shri Sunil Mehta, *Director Operations*

He is a B.Tech (Textile Technology) from TIT Bhiwani and has over 25 years of experience in the woven sacks industry. He 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 to world-class levels and standards today.

Shri Shashank Agarwal, *Director (Technical)*

He graduated in Manufacturing Engineering and Operations management from the University of Nottingham, UK, and has been instrumental in streamlining the Company's operations with backward integration and product diversification. He has brought various improvements in the production and marketing strategies, which have considerably improved the Company's performance. Today, he has his vision set higher to evolve the enterprise into one of the world's top FIBC producers.

Smt Usha Agarwal, *Woman Director*

She is the first Woman Director of the Company. She holds an Honors Graduate in Botany from the University of Calcutta and has gained experience in administration. She has also contributed actively in the marketing department of the Company for about six years and her vast expertise and knowledge has been beneficial for the growth of the Company.

Shri S.M. Jain, *Independent Director*

He was Finance Director and CMD at Fertilizers and Chemicals Travancore Limited and Finance Director of Indian Farmers Fertilizers Cooperative Limited, Delhi. He retired as CMD of Paradeep Phosphates Limited in the year 1996. He brings with him a rich and valuable experience in public sector undertakings where he was instrumental in turning around loss making units. He is also a Director in Surya Pharmaceuticals, Chandigarh.

Shri P.K. Goenka, *Independent Director*

He is a practicing Chartered Accountant, starting his career with S. R. Batliboi & Co. Since then, his independent practice has

dealt with merchant banking, financial services and portfolio management services (of high networth corporates and individuals). He is Director and advisor to various leading companies in Kanpur and is also a member of Industrial and Fiscal Committee of Merchant Chamber of Uttar Pradesh.

Shri Prem S. Khamesra, *Independent Director*

He is the founding partner of Khamesra Bhatia & Mehrotra and has practiced for 26 years (from 1979 to 2005) as a Chartered Accountant, providing financial consultancy to businesses. He was Director Finance of Mirza International Limited from 2005 to 2008 and was a Government nominee on the Board of UP Financial Corporation during 2002-03.

Shri Subodh Kumar, *Independent Director*

He is an Engineering Graduate (Honors) from Birla Institute of Technology, Mesra, and has over 30 years of rich technical experience. He is a retired Executive Director of LML Limited and has also worked with Eicher Tractor Ltd and JK Synthetics Ltd. He has vast and diversified experience in various prestigious organizations in the field of technology, research and development, new product induction, setting up ancillary units and quality control.

Dr. Ram Kumar Bagla, *Independent Director*

He is a Mechanical Engineer (Hons.) from Bombay University. He retired as the Group Executive President of the JK Cement Group and was also the Chief Executive Officer of JK Rayon. He is a past President of the Merchants Chamber of U.P., Kanpur Management Association and Kanpur Productivity Council. He is also actively associated with a number of professional and social bodies.

CORPORATE SOCIAL RESPONSIBILITY



Medical Clinic at village Nauriya Kheda



Medical camp in village Shyampur

Kanpur Plastipack is focused in the domain of Healthcare by operating a Medical clinic and holding periodic Medical camps which have improved the lives of more than 5000 people. The Swachh Bharat Abhiyan where 5 Toilet blocks were constructed in the year 15-16 helping over 1000 school children, Scholarship to the needy for higher education and Working with a school for the hearing handicapped to improve the quality of education.

At Kanpur Plastipack, we recognise the significant role that corporate social responsibility plays not only in addressing social and environmental issues but also in value creation – a triple bottomline engagement.

AWARDS

As one of the top achievers in the realm of exports and overall organization management, Kanpur Plastipack has been recognized by various bodies and bestowed prestigious awards. Some of the key awards have comprised the following:



Niryat Shree Silver Trophy, 2004-05



Niryat Shree Silver Trophy, 2009-10



Niryat Shree Silver Trophy, 2016

CORPORATE INFORMATION

BOARD OF DIRECTORS

Chairman Emeritus	:	Shri Mahesh Swarup Agarwal
Managing Director	:	Shri Manoj Agarwal
Whole Time Directors	:	Shri Sunil Mehta Shri Shashank Agarwal
Woman Director	:	Smt Usha Agarwal
Independent Directors	:	Shri Soubhagya Mal Jain Shri Pradeep Kumar Goenka Shri Prem S. Khamesra Shri Subodh Kumar Dr. Ram Gopal Bagla

COMPANY SECRETARY & COMPLIANCE OFFICER	:	Shri Avinash Kumar Singh
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CFO	:	Shri Arvind Gunjan
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AUDITORS	:	Pandey & Company Chartered Accountants Kanpur
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SECRETARIAL AUDITORS	:	Adesh Tandon & Associates Company Secretaries Kanpur
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BANKERS	:	STATE BANK OF INDIA
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REGISTRAR AND SHARE TRANSFER AGENTS	:	Skyline Financial Services Pvt. Ltd. D-153/A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi-110 020
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REGISTERED OFFICE	:	D-19-20, Panki Industrial Area, Kanpur-208 022
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MANUFACTURING UNITS	:	1. D-19-20, Panki Industrial Area, Kanpur-208 022 2. A-1, A-2, Udyog Kunj, Site V, Kanpur-208 022 3. D-6, Panki Industrial Area, Site, II, Kanpur-208 022 4. 79A, Co-operative Industrial Estate, Dada Nagar, Kanpur-208 022
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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 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.

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

Place : Kanpur
Date : 29th July, 2016

AVINASH KUMAR SINGH
Company Secretary



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 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 NOS. 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 NOS. 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

DIRECTORS' REPORT



Dear members

Your Directors have pleasure in submitting the 45th Annual Report together with Audited Accounts for the year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS:

(₹ in Lacs)

Particulars	2015-16	2014-15
Sale of products	24596.52	24600.12
Other Income	366.26	321.78
Total Income	24962.78	24921.90
Net Profit After Tax	1645.58	1144.90
Appropriations:		
Transfer to General Reserve	30.00	30.00
Transfer to Gratuity Reserve Fund	-	-
Proposed Equity Dividend	143.27	95.51
Dividend on Preference Shares	24.00	24.00
Tax on Dividend	34.07	23.89
Balance carried to Balance Sheet	1414.24	971.50

REVIEW OF OPERATIONS:

During the year under review, your Company has achieved yet another milestone by continuing its path of growth and achieving a Turnover of ₹ 250 Crores despite low raw material prices. It is a matter of great satisfaction that your Company has managed to retain all its customers and improve Volumes with some of its principal customers in Europe. The inroads made into North America have started to become steady business with a significant improvement in sales from South America. Your Company continues to lay emphasis on value added products and is creating the infrastructure towards that goal.

During the year your Company successfully installed the second Roof Top Solar plant of 306 kw capacity bringing the total generation to 506 kw. This Project has shown a bold initiative towards renewable energy.

The year saw significant improvements in margins. Accordingly the bottom line of your Company has increased by 43.76 % reaching a

record figure of ₹16.46 Crores against ₹11.45 Crores in the previous year.

The trading activities as Del Credere Associate Cum Consignment Stockist of Indian Oil Corporation Limited (IOCL) have stabilized and performing well in a difficult market.

DIVIDEND:

Your Directors have declared an interim dividend @ 12% (i.e. ₹1.20) per Equity Share in its meeting held on 10th March, 2016 and have recommended a final dividend @ 6% (i.e. ₹0.60) per Equity Share in its meeting held on 23rd May, 2016 for the financial year 2015-16. Dividend on Preference Shares was declared @ 12% for the financial year 2015-16 according to the terms of their issue.

BONUS ISSUE:

The year marks two major milestones in the life span of your Company. We have completed 45 years of successful operations since incorporation and 30 years since the public issue. To mark this



momentous occasion your Directors have recommended to issue Bonus shares to the equity shareholders of the Company by way of capitalizing part of the reserves in the ratio of 1:2 i.e., one equity share for every two equity shares held.

PROSPECTS:

Your Company continues to work on technological upgradation and innovation. The Company has undertaken a massive project towards Operation Excellence and Lean management in its facilities which has started bringing in results. As an ongoing process all such initiatives will further improve its performance. The management continues to lay emphasis on exports of value added products and expanding the geographical reach of its export market is your Company's priority.

The third Multifilament Yarn Plant has stabilized and the product has been established in the market. New Export markets and some research towards value added products is helping this division.

The outlook for the current financial year looks robust and positive. The management is hopeful of improving its profitability.

DEPOSITS:

Your Company has taken Deposits from Corporates, Directors, Promoters and their relatives. The outstanding balance of which is ₹ 307.00 Lacs (including interest accrued thereon) as on 31/03/2016. In view of Section 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 all the deposits held by the Company are exempted deposits.

DIRECTORS:

Smt. Usha Agarwal is retiring by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. In view of the valuable guidance and support received from her, your Directors recommend her re-appointment.

During the year, Dr. Ram Gopal Bagla was appointed as an Additional Director (Independent) w.e.f. 25th May, 2015 to hold office till the date of 44th Annual General Meeting i.e., 13th August, 2015. His appointment was regularised at the 44th Annual General Meeting and he was appointed as Independent Director of the Company

w.e.f. 13th August, 2015 to hold office for 5 (five) consecutive years up to 31.03.2020.

Further, in the 44th Annual General Meeting held on 13th August, 2015, Shri Shashank Agarwal has been re-appointed as Director (Technical) with fresh terms and conditions for a period of 3 years w.e.f. 1st September 2015 and there has been a revision of terms and conditions of appointment of Shri Manoj Agarwal, Managing Director and Shri Sunil Mehta, Director (Operations) for the remaining tenure of their present Term.

During the year your Company has conducted 6 meetings of the Board of Directors. The details of the meeting and attendance therein are given under Corporate Governance Report.

KEY MANAGERIAL PERSONNEL

During the year, Shri Arvind Gunjan, General Manager (Finance) has been designated as the Chief Financial Officer w.e.f. 8th February, 2016 in the Board meeting held on 8th February, 2016. Shri Ankur Shrivastav was the Company Secretary of the Company up to 15th September, 2015. Shri Brajmohan Prasad was the Company Secretary of the w.e.f. 16th September, 2015 up to 31st March, 2016. The Board of Directors in its meeting held on 10th March, 2016 has appointed Shri Avinash Kumar Singh as the Company Secretary of the Company w.e.f. 1st April, 2016.

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

CORPORATE GOVERNANCE:

Pursuant to Regulations 34 (3) and 53 (f) of SEBI (LODR) Regulations, 2015, Report on Corporate Governance and Management Discussion & Analysis Report are annexed to the Annual Report as Annexure 'A' which forms part of this Report. The Auditors' Certificate certifying that the Company has complied with the requirements of Corporate Governance in terms of SEBI (LODR) Regulations, 2015 is attached and forms the part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption and foreign exchange earnings and outgo for the financial year 2015-16 are annexed as Annexure 'B' which forms part of this Report.

PARTICULARS OF EMPLOYEES:

The information required under Section 197(12) of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as Annexure 'C' which forms part of this Report.

No employee of the Company is covered under any of the clauses of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 are furnished in Annexure 'D' and is attached to this Report.

LISTING:

The Equity Shares of Company continue to be listed at Bombay Stock Exchange. We confirm that the Annual Listing Fees for the financial year 2016-17 has been paid.

AUDITORS:

I. STATUTORY AUDITORS

M/s Pandey & Co., Chartered Accountants, were appointed as Statutory Auditors of your Company for a period of 3 years in the Annual General Meeting held on 10/09/2014. Their continuance of appointment is placed for ratification at the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

There was no qualification, reservation or adverse remark made by

the Auditors in their respective report.

II. COST AUDITORS

In view of the Companies (Auditor's Report) Order, 2015, Cost Audit is not applicable on your Company.

III. SECRETARIAL AUDITORS

The Company has appointed M/s Adesh Tandon & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for the year 2015-16. There was no qualification, reservation or adverse remark made by the Auditor in their respective report. The Secretarial Audit Report, as placed by the Auditor is annexed with this Report as Annexure 'E'.

IV. INTERNAL AUDITORS:

The Company has appointed M/s Kapoor & Tandon, Chartered Accountants as the Internal Auditors of the Company for the year 2015-16. Their report is placed before the Audit Committee of the Company from time to time.

SECRETARIAL AUDIT

The observations made in the Secretarial Audit Report annexed hereto as Annexure E are self explanatory and hence need no further explanation from your Directors.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control with reference to the financial statements. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control and monitors them in accordance with policy adopted by the Company. Company ensures proper and adequate systems and procedures commensurate with its size and nature of its business.

CORPORATE SOCIAL RESPONSIBILITY

In terms of section 135 and Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 the Board of Directors of your Company has constituted a CSR Committee the details of which are given in Corporate Governance



Report. CSR Committee of the Board has developed a CSR Policy which is enclosed as part of this report Annexure-'F'.

Annual report on CSR as required under rule 8(1) of the Companies (Corporate Social Responsibility) Rules, 2014 is annexed with this report as Annexure 'G'.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company has not made any loan or given any Guarantees or made any investment under Section 186 of the Companies Act, 2013.

VIGIL MECHANISM (WHISTLE BLOWER POLICY)

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulations 34 (3) and 53 (f) of SEBI (LODR) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company.

RISK MANAGEMENT

The Company follows the risk management policy wherein the management keeps an eagle eye view on the markets, both domestic and foreign, related to the products, the Company manufactures and the raw materials required. The management also monitors the socio-economic changes worldwide and the changes in the currency parameters viz-a-viz Indian market and foreign markets inter-se, currency and socio economic parameters.

The Board members are regularly informed about the potential risks, their assessment and minimization procedures. The Board frames a plan for elimination / minimization of the risk and further lays out the steps for implementing and monitoring of the risk management plan.

There are no risks which in the opinion of the Board are of the nature that can threaten the existence of the Company. However, the risks inter-se that are generally dealt in regular course of business and have to be taken care of are fluctuations in foreign exchange rates and raw material prices.

MATERIAL CHANGES AND COMMITMENTS:

No material changes or commitments which may affect the

financial position of the Company has been occurred between the end of the financial year of the Company and the date of this report.

BOARD EVALUATION:

The Board annually evaluates its performance as well as the performances of its Committees and of Directors individually.

For evaluating the performance of the Board as a whole, the Board reviews the periodical performances of the Company and the role of the Board towards achievement of the said performances and the future plans as set out from time to time.

The performance of the Whole Time Directors is evaluated by the Board by linking it directly with their devotion towards implementation and management of the growth parameters of the Company and the actual achievements of the Company.

The performance of the Non Executive / Independent Directors is evaluated on the basis of their contribution for adopting better corporate governance practices, transparency and disclosures in achieving the goal of the Company.

The performance of the various Committees of the Board is reviewed on the basis of the achievement of the work designated to the specific committee.

RELATED PARTY TRANSACTIONS:

During the year no contract or arrangement was entered by the Company in terms of the provisions of Section 188(1) of the Companies Act, 2013.

Form AOC-2 detailing the related party transactions is annexed herewith as Annexure 'H'.

The policy to deal with the related party transactions is uploaded on the Company's website. The weblink of the same is <http://kanplas.com/wp-content/uploads/Policy-on-Related-Party-Transactions.pdf>.

COMPANYS' POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. The Company has duly constituted the Nomination and Remuneration Committee of the Board and the committee interalia periodically evaluates:

1. The need for change in composition and size of the Board;
2. Recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance.
3. Recommend the policy for remuneration of Directors, KMPs & other senior level employees of the Company and review the same in accordance with the performance of the Company and industry trend.

The Remuneration Policy is annexed herewith as Annexure 'I' which forms part of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that: -

- i) in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the

state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors had prepared the Annual Accounts of the Company on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT:

Your Directors express their sincere gratitude for overwhelming cooperation and assistance received from State Bank of India, other Government Agencies and esteemed customers for their continued patronage and support during the year.

Your Directors also place on record their appreciation for the contribution made by all the Officers, Staff and Workmen. The consistent growth of your Company was made possible by their hard work, cooperation and support.

Your Directors also take this opportunity to place on record their gratitude to the Members for their continued support and confidence with the Company.

For and on behalf of the Board

Place: Kanpur
Date : 29th July, 2016

(SHASHANK AGARWAL)
Director (Technical)

(MANOJ AGARWAL)
Managing Director



ANNEXURE- 'A' TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Good corporate governance practices stem from the culture and mindset of the organization. Corporate governance is a set of system and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations. Your Company believes that transparency, accountability, fair dealing and ethical practices lead to conduct of business in efficient and effective manner. This in turn creates wealth for all stakeholders on one hand and safeguards their interest on the other.

2. BOARD OF DIRECTORS:

As on 31st March, 2016, the Board of Kanpur Plastipack Limited consists of three Whole Time Directors and Seven Non-Executive Directors five of whom are Independent Directors and one Woman Director. The composition of the Board and other relevant details relating to Directors during the Financial Year 2015-16 are as under:

Name of the Director	Category	No. of Board Meetings Attended	Whether attended last AGM	No. of Other Directorship	No. of Other Committees Chairmanship	No. of Other Committees Membership*
Shri Mahesh Swarup Agarwal	Promoter –Non-Executive	6	Yes	3	–	–
Shri Manoj Agarwal	Promoter-Executive	6	Yes	3	–	–
Shri Shashank Agarwal	Promoter-Executive	5	Yes	3	–	–
Smt. Usha Agarwal	Promoter - Non-Executive	6	Yes	2	–	–
Shri Sunil Mehta	Executive	5	Yes	1	–	–
Shri Soubhagya Mal Jain	Non-Executive & Independent	5	Yes	–	–	–
Shri Pradeep Kumar Goenka	Non-Executive & Independent	5	Yes	6	3	4
Shri Prem S. Khamesra	Non-Executive & Independent	5	Yes	6	–	–
Shri Subodh Kumar	Non-Executive & Independent	6	Yes	–	–	–
Shri Ram Gopal Bagla	Non-Executive & Independent	4	Yes	–	–	–

Re-appointment:

Smt. Usha Agarwal is the Director retiring by rotation at ensuing Annual General Meeting and is eligible for re-appointment.

In view of valuable guidance received from her, your Directors recommend her re-appointment.

Profile of the Director being appointed/re-appointed:

Shri Shashank Agarwal aged about 28 year 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. Shri Shashank Agarwal holds 471657 equity shares of the Company.

Other Companies Directorship:

- KSM Exports Limited
- KPL Packaging Pvt. Ltd.
- MSA Investment and Trading Co. Pvt. Ltd.

Shri Sunil Mehta aged about 55 years is a B.Tech (Textile Technology) with over 25 years of experience in the Woven Sack Industry. He joined your Company in the year 2002 and has brought various improvements in the production and operations of the Company and helped immensely in the improvement of its performance.



Other Companies Directorship:

a. KSM Exports Limited

Smt. Usha Agarwal aged about 58 years is the first Woman Director of your Company. She is an Honours Graduate in Botany from the University of Calcutta. She has gained experience in administration and has also contributed actively in the marketing department of the Company for about 6 years. Her vast expertise and knowledge has been beneficial for the growth of the Company bringing in a unique insight. She holds 988314 equity shares of the Company.

Other Companies Directorship:

a. KPL Packaging Pvt. Ltd.

b. MSA Investment and Trading Co. Pvt. Ltd.

Shri Mahesh Swarup Agarwal, Shri Manoj Agarwal, Shri Shashank Agarwal and Smt. Usha Agarwal are relatives. Save and except the above, none of the other Directors relate, in any way, financially or otherwise, to each other.

During the year, Dr. Ram Gopal Bagla was appointed as an Additional Director (Independent) w.e.f. 25th May, 2015 to hold office till the date of 44th Annual General Meeting i.e., 13th August, 2015. His appointment was regularised at the 44th Annual General Meeting and he was appointed as Independent Director of the Company w.e.f. 13th August, 2015 to hold office for 5 (five) consecutive years up to 31.03.2020.

Further, in the 44th Annual General Meeting held on 13th August, 2015, Shri Shashank Agarwal has been re-appointed as Director (Technical) with fresh terms and conditions for a period of 3 years w.e.f. 1st September 2015 and there has been a revision of terms and conditions of appointment of Shri Manoj Agarwal, Managing Director and Shri Sunil Mehta, Director (Operations) for the remaining tenure of their present Term.

Number of shares held by non-executive directors:

Shri Mahesh Swarup Agarwal holds 1267120 equity shares, Smt. Usha Agarwal holds 988314 equity shares.

Web link where details of familiarisation programmes imparted to independent directors is disclosed: www.kanplas.com.

Details of Board Meetings held during the year 2015-16:

During the year, six Board Meetings were held. The details of meeting are as under:-

S. No.	Date of Board Meeting	Strength of Board	No. of Members Present
1	25th May, 2015	10	9
2	13th August, 2015	10	10
3	23rd September, 2015	10	9
4	5th November 2015	10	9
5	8th February, 2016	10	8
6	10th March, 2016	10	8

The last Annual General Meeting of the Company was held on 13th August, 2015.

3. AUDIT COMMITTEE:

The Audit Committee was duly constituted comprising 3 Directors namely Shri S. M. Jain as Chairman and Shri P. K. Goenka and Shri Manoj Agarwal as members. The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.



Four Audit Committee meetings were held during the year 2015-16. The details of the meetings are as under:-

Sl. No.	Date	Committee Strength	No. of members present
1.	25th May, 2015	3	3
2.	13th August, 2015	3	3
3.	5th November 2015	3	3
4.	8th February, 2016	3	3

The terms of reference of the Audit Committee include review of Quarterly, Half-Yearly and Annual financial statements before submission to the Board for its approval, to review adequacy of internal control system, to apprise the Board on the impact of accounting policies, accounting standards and legislation, to hold periodical discussions with Statutory and Internal Auditors on the scope and content of the audit and to review the Company's financial and risk management policies. The members of the Committee are well versed in matters relating to finance, accounts, company law, other economic legislation and general management practices.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Board has duly constituted the Nomination and Remuneration Committee consisting of three Non-Executive Directors. The constitution of the committee is Shri Prem S. Khamesra as Chairman, Shri P. K. Goenka and Shri Subodh Kumar as members.

The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Committee, inter alia, looks into the matters, in accordance with the remuneration policy of the Company, to identify persons who are qualified to become Directors and who may be appointed in senior management and to recommend to the Board their appointment and/or removal, to carry out evaluation of every Director's performance, to formulate the criteria for determining qualifications, positive attributes and independence of a Director, and matters relating to the remuneration for the Directors and Key Managerial Personnel. During the year 1 committee meeting was held on 25th May, 2015 and two members were present in the meeting.

The Company does not pay any remuneration to its non executive Directors, except sitting fee for attending the Board Meetings @ ₹10,000/- and ₹1000/- for attending each meeting of Committees, besides reimbursement of expenses of traveling etc. The Company has no pecuniary relationship or transaction with its non-executive Directors other than payment of sitting fees to them for attending Board and Committee Meetings.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Stakeholders Relationship Committee was duly constituted under the Chairmanship of Shri P. K. Goenka and Shri Mahesh Swarup Agarwal and Shri Manoj Agarwal as members.

The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. During the year 2015-16, four Committee Meetings were held. Details of the meetings are as under:

S. No.	Date	Committee Strength	No. of members present
1.	25th May, 2015	3	3
2.	13th August, 2015	3	3
3.	5th November 2015	3	2
4.	8th February, 2016	3	3

The Committee sees the matter relating to transfer of shares, demat of shares, issue of duplicate share certificates, redressal of shareholders / investors grievances and complaints regarding non-receipt of dividends, Annual Reports, etc.

Shri Ankur Shrivastav was the Compliance Officer of the Company upto 15th September, 2015. Shri Brajmohan Prasad was the Compliance



Officer of the Company w.e.f. 16th September, 2015 upto 31st March, 2016. The Board of Directors in its meeting held on 10.03.2016 has appointed Shri Avinash Kumar Singh as the Compliance Officer with effect from 1st April, 2016.

During the year 2015-16, 55 complaints were received by the Company and / or registrar of the Company and all the complaints were resolved to the satisfaction of complainants and there was no pending complaint.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

With the belief in the philosophy of responsible corporate citizenship and in terms of provisions of Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, a Corporate Social Responsibility Committee was duly constituted. The present constitution of the committee comprises of Shri P. S. Khamesra as Chairman and Shri Shashank Agarwal, Shri Subodh Kumar and Smt. Usha Agarwal as members.

The Committee's constitution and terms of reference are in compliance with provisions of the Companies Act, 2013. The committee shall inter-alia look into the matters of formulating and recommending to the Board, a CSR Policy which shall inter-alia indicate the activities to be undertaken by the Company as specified under Schedule VII of the Act, recommend the amount of expenditure to be incurred on the activities referred to in CSR Policy and to monitor the CSR Policy of the Company from time to time, etc.

7. GENERAL BODY MEETING:

The Annual General Meeting of the Company during last three years were held at the registered office of the Company at D-19-20, Panki Industrial Area, Kanpur – 208 022. The date and time of the AGM held during last three years and the Special Resolution(s), if any, passed there at are as follows:

2014-15	
Date and Time	13th August, 2015 at 12:00 Noon
Special Resolution	<ol style="list-style-type: none"> 1. Revision of terms and conditions of appointment of Shri Manoj Agarwal, Managing Director for the remaining tenure of his present Term. 2. Re-appointment of Shri Shashank Agarwal, Director (Technical) with fresh terms and conditions for a period of 3 years w.e.f. 01/09/2015. 3. Revision of terms and conditions of appointment of Shri Sunil Mehta Director (Operations) for the remaining tenure of his present Term.
2013-14	
Date and Time	10th September, 2014 at 12:00 Noon
Special Resolution	<ol style="list-style-type: none"> 1. Re-Appointment of:- <ol style="list-style-type: none"> i. Shri Manoj Agarwal, Managing Director with fresh terms and conditions for a period of 3 years w.e.f. 01/09/2014. ii. Shri Sunil Mehta, Director (Operations) with fresh terms and conditions for a period of 5 years w.e.f. 01/09/2014. 2. Increase the borrowing powers of the Company.
2012-13	
Date and Time	10th September, 2013 at 12:00 Noon
Special Resolution	Re-Appointment of:- <ol style="list-style-type: none"> 1. Shri Shashank Agarwal, Director(Technical) with fresh terms and conditions for a period of 3 years w.e.f. 05/06/2013.

No Special Resolution was put through postal ballot last year nor is it proposed to put any Resolution to vote through postal ballot this year.



8. DISCLOSURES:

a) There was no materially significant related party transaction i.e. transaction of material nature with its promoters, directors or management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes on Accounts forming part of the Annual Report.

b) During the year 2015-16:-

1. The Company has established a mechanism called "Vigil Mechanism (Whistle Blower Policy)" for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics and no person has been denied access to the Audit Committee;

2. The Company has complied with all the mandatory requirements and most of the discretionary requirements specified in SEBI (LODR) Regulations, 2015; and

3. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or by any statutory authority on any matter related to capital markets during last three years.

9. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results of the Company are sent to the Stock Exchange, where the Company's shares are listed, immediately after they are approved by the Board. These are also published in local Hindi newspaper and in a National English Daily as per the SEBI (LODR) Regulations. The Annual Report and other information are also available on the website of the Company i.e. www.kanplas.com. The Annual Report is being sent through email to members whose email ids are registered with Company and physically to rest all the shareholders.

10. GENERAL SHAREHOLDER INFORMATION:

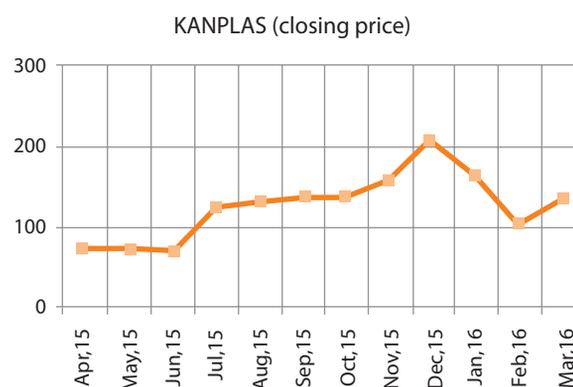
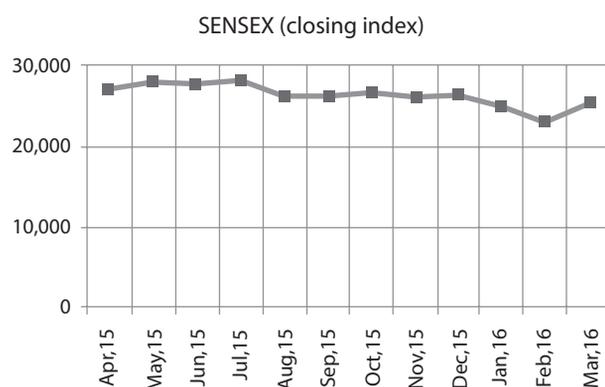
(i) Annual General Meeting	Date : 15th September, 2016 Time : 12:00 Noon. Venue : D -19-20, Panki Industrial Area, Kanpur - 208 022.
(ii) Financial Year	1st April, 2015 to 31st March, 2016
(iii) Date of Book Closure	9th September, 2016 to 15th September, 2016 (both days inclusive).
(iv) Dividend payment date, if declared	5th October, 2016
(v) Listing on Stock Exchanges	Bombay Stock Exchange, Mumbai (The Company is up-to-date on the payment of Annual Listing fees)
(vi) Stock Code	507779

(vii) Market Price Data At BSE:

Month	High (₹)	Low (₹)
April 2015	88.00	72.00
May 2015	84.55	73.30
June 2015	74.95	70.55
July 2015	120.75	71.25
August 2015	161.20	127.00
September 2015	136.90	130.90
October 2015	154.00	139.00
November 2015	166.80	137.00

December 2015	219.00	161.70
January 2016	207.80	184.90
February 2016	169.50	169.50
March 2016	144.90	100.05

(viii) Comparison of Company's stock performance with BSE- SENSEX



(ix) Registrar and Share Transfer Agent (RTA)

Skyline Financial Services Pvt. Ltd.
D-153/A, 1st Floor, Okhla Industrial Area,
Phase-I New Delhi- 110 020

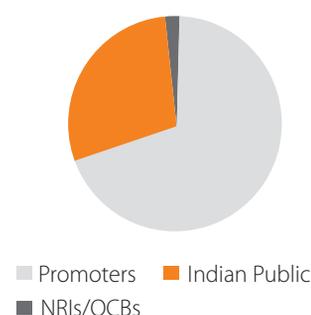
(x) Share Transfer System

The shares received for transfer in physical form are processed by RTA and the Share Certificates are returned after authorization by the Company, within a period of 15 days from the date of receipt, subject to the documents being valid & complete in all respects. Any transferee who wishes to get the shares dematerialized may approach any of the Depository Participants (DP) along with a duly filled Demat Request Form.

(xi) Shareholding Pattern as on 31st March, 2016

Category	No. of shares held	% of Share holding
Promoters	55,07,092	69.19
Mutual Funds and UTI	-	-
Financial Institutions, Banks and Insurance Companies	-	-
Private Corporate Bodies	99,154	1.25
FIs	-	-
Indian Public	21,06,590	26.46
NRI/OCBs	2,46,411	3.10
Total	79,59,247	100%

Shareholding as on 31.03.2016





xii) Distribution of Shareholding as on 31st March 2016

Category	No. of Shareholders	Percentage	No. of Shares	Percentage
1 - 500	7354	93.62	12237870	15.38
501 - 1000	228	2.9	1738140	2.18
1001 - 2000	136	1.73	2030360	2.55
2001 - 3000	46	0.59	1154870	1.45
3001 - 4000	21	0.27	739510	0.93
4001 - 5000	14	0.18	629600	0.79
5001 - 10000	29	0.37	1942140	2.44
More Than 10000	27	0.34	59119980	74.28
Total	7855	100	79592470	100

(xiii) Dematerialization of shares

The Company's shares are under demat mode as well. The ISIN of the Company is INE694E01014. As on 31st March, 2016, 90.03% equity shares of the Company are in dematerialized mode.

(xiv) Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and impact on equity

Not Applicable

(xv) Plant and Location

(i) Registered Office

D-19-20, Panki Industrial Area, Kanpur – 208 022

(ii) Manufacturing Units

- 1 D-19-20, Panki Industrial Area, Kanpur - 208 022.
- 2 A-1, A-2, Udyog Kunj, Site V, Kanpur - 208 022
- 3 D-6, Panki Industrial Area, Kanpur – 208 022
- 4 79-A, Co-operative Industrial Estate, Dada Nagar, Kanpur- 208 022

(xvi) Address for Investor Correspondence

For shares held in Physical Form & for any query on the Annual Report & Dividend	Kanpur Plastipack Ltd. D-19-20, Panki Industrial Area, Kanpur-208 022
For Shares in Demat Form	Skyline Financial Services Pvt. Ltd. D-153/A, 1st Floor, Okhla Industrial Area, Phase-I New Delhi- 110 020

DECLARATION

I, Manoj Agarwal, Managing Director of Kanpur Plastipack Limited, hereby declare that, pursuant to Regulation 17 (5) of the SEBI (LODR) Regulations, 2015, all members of the Board and Senior Management personnel have affirmed their compliance with the Code of Conduct for the year ended 31st March, 2016.

For Kanpur Plastipack Limited

Place: KANPUR
Date: 23/05/2016

(MANOJ AGARWAL)
MANAGING DIRECTOR



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Kanpur Plastipack Limited.,
KANPUR.

We have reviewed the compliance of the conditions of Corporate Governance by Kanpur Plastipack Limited for the year ended 31st March, 2016, as stipulated in Regulation 34 of the SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our review was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For PANDEY & CO.
Chartered Accountants

AMIT PANDEY

Partner

Membership No. 402377

Firm Reg. No. 000357C

PLACE: KANPUR

DATE : 29th July, 2016



ANNEXURE B TO DIRECTORS' REPORT

PARTICULARS REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY:

I. STEPS TAKEN OR IMPACT ON CONSERVATION OF ENERGY:

a. A new Compressed air line using aluminium pipe in the MFY shed was laid to replace old air line. This has resulted into saving of approx. 9000 units of electricity per month.

b. Various steps taken during this FY and last FY have resulted in further improvement in product wise fuel consumption which is indicated by Unit/Kg figure:

	Product	2014-15	2015-16
i)	Rafia	1.11 Units/Kg	1.09 Units/Kg
ii)	MFY	1.37 Units/Kg	1.29 Units/Kg
iii)	Reprocess	0.59 Units/Kg	0.61 Units/Kg

II. STEPS TAKEN BY THE COMPANY FOR UTILIZING ALTERNATE SOURCES OF ENERGY:

On the basis of performance of 200 KW Grid connected Solar power system, an additional 306 KW Grid connected Solar power system was also installed on the remaining roof of A-1, A-2 unit for captive power consumption. Now, the complete system of 506 KW is generating 1500 to 2500 units of electricity per day depending on weather conditions. During the year, the solar grid system has produced 3,83,065 units of electricity. The system has also saved emission of 6,28,227 Kgs of Carbon Di Oxide during the year.

III. CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS:

During the year total Investment Capitalized under this head was ₹ 8.74 Lacs.

B. TECHNOLOGY ABSORPTION:

I. EFFORTS MADE TOWARDS TECHNOLOGY ABSORPTION:

The Management regularly keeps a watch on the latest technological developments in the field of operations of the Company and whenever there are changes which in the opinion of management are beneficial, your Company absorbs the same. During the year following technologies were successfully absorbed:

- Use of Mono filament yarn for production of webbing
- Use of fabric folding and ultrasonic sealing on fabric cutting machine
- Adoption of Lean management philosophy for restructuring of stitching wings (FIBC manufacturing area)

II. BENEFITS DERIVED LIKE PRODUCT IMPROVEMENT, COST REDUCTION, PRODUCT DEVELOPMENT OR IMPORT SUBSTITUTION:

- Webbing made from mono filament yarn is found better than raffia webbing
- Use of fabric folding and ultrasonic sealing has resulted in saving of manpower and stitching thread
- Restructuring on the basis of Lean principles resulted in improved product quality, better accountability of material (less shortfall claim) and reduction in re-work. However, wage structure / piece rates were revised due to re-structuring.



III. IN CASE OF IMPORTED TECHNOLOGY (IMPORTED DURING THE LAST THREE YEARS RECKONED FROM THE BEGINNING OF THE FINANCIAL YEAR:

Details of technology imported	Year of import	Whether the technology been fully absorbed	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof
-	-	-	-

IV. THE EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT:

NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, the Company has earned and spent Foreign Exchange as detailed below:

		(₹ In lacs)
(i)	Earning on FOB value basis	20336.59
(ii)	Total Expenditure in Foreign Currency:	
	(a) Expenditure on Import of Raw Materials, Plant and Machinery and Spare parts and others	1566.23
	(b) Expenditure on Export promotion tour	11.52
	(c) Expenditure on other than above	67.76



ANNEXURE C TO DIRECTORS' REPORT

THE INFORMATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 1956 READ WITH THE RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Remuneration paid to Directors and Key Managerial Personnel:

(₹ in Lacs)

Sl. no.	Name	Title/Category	Remuneration in Fiscal 2016	Remuneration in Fiscal 2015	% increase remuneration	Ratio of remuneration to the MRE	Comparison of remuneration to performance of the Company	
							Comparison with Turnover	Comparison with Net Profit
1.	Mahesh Swarup Agarwal	Chairman Emeritus	24.00	24.00	-	21.62	0.10%	1.46%
2.	Manoj Agarwal	Managing Director -KMP	102.34	48.91	109.24	47.71	0.41%	6.22%
3.	Shashank Agarwal	Director (Technical)	85.19	28.69	196.93	32.27	0.34%	5.18%
4.	Sunil Mehta	Director (Operations)	27.81	19.45	42.98	20.55	0.11%	1.69%
5.	Usha Agarwal	Non Executive Director	-	-	-	-	-	-
6.	P. K. Goenka	Independent Director	-	-	-	-	-	-
7.	P.S. Khamesra	Independent Director	-	-	-	-	-	-
8.	S.M. Jain	Independent Director	-	-	-	-	-	-
9.	Subodh Kumar	Independent Director	-	-	-	-	-	-
10.	Ram Gopal Bagla	Independent Director	-	-	-	-	-	-
11.	Shri Ankur Srivastava	Company Secretary -KMP	2.67	4.81	-*	2.41	0.01%	0.16%
12.	Shri Brajmohan Prasad	Company Secretary-KMP	5.30	-	NA	4.77	0.00%	0.03%
13.	Shri Avinash Kumar Singh	Company Secretary Nominee - KMP	0.45	-	NA	0.41	0.00%	0.03%
13.	Shri Arvind Gunjan	General Manager (Finance) / CFO -KMP	18.84	16.92	11.35	16.97	0.08%	1.14%

*Shri Ankur Srivastava has ceased to be the Company Secretary w.e.f. 16.09.2015.

Key parameters for any variable component of remuneration availed by the Directors: Commission as a fixed percentage of net profit is paid to Managing Director and Director (Technical). Fixed performance incentive is paid to Director (Operations).

There is no employee of the Company who has received remuneration in excess to the highest paid director of the Company.



Comparison of Remuneration of KMP against the performance of the Company:

(₹ in Lacs)

Sl. No.	Name of KMP	Designation	Remuneration	Comparison of remuneration against the performance of the Company	
				Comparison with Turnover	Comparison with Net Profit
1	Manoj Agarwal	Managing Director	102.34	0.41%	6.22%
2	Ankur Srivastava	Company Secretary	2.67	0.01%	0.16%
3	Brajmohan Prasad	Company Secretary	5.30	0.02%	0.32%
4	Avinash Kumar Singh	Company Secretary Nominee	0.45	0.00%	0.03%
5	Arvind Gunjan	General Manager(Finance)/ CFO	18.84	0.08%	1.14%
	Total		129.60	0.52%	7.87%

During the year, the Turnover of the Company was ₹ 24962.78 Lacs and Net Profit was ₹ 1645.58 Lacs.

Comparison of Remuneration to Employees

(₹ in Lacs)

	As on 31.03.2016	As on 31.03.2015	Increase / Decrease	Average Increase / Decrease	Median Remuneration of Employee (MRE)		Increase / Decrease in MRE	% Increase / Decrease in MRE
					As on 31.03.2016	As on 31.03.2015		
Number of permanent Employees on the rolls of the Company	777	688	89	-	-	-	-	-
Total Remuneration	1609.86	1329.75	280.11	0.11	1.11	1.57	(0.46)	29.30

The number of permanent employees on the roll of the Company represent the employees on roll as on 31st March of the relevant financial year, however, the median includes the remuneration of those employees also who left the Company during relevant financial year.

Average increase in the remuneration of employees is ₹ 0.11 Lacs and percentile average increase in remuneration is 5.61 %. Whereas, the turnover of the Company has increased by 0.16 % together with increase in net profit by 43.73%, it can, therefore, be seen that the increase in remuneration is justified with the growth of the Company.

The remuneration paid to the Directors, KMP and employees is in accordance with the remuneration policy of the Company.

The Market Capitalization of the Company as on 31.03.2016 was ₹ 99.01 Crores which is 71.80% increase over the market capitalization of the last year which was ₹ 57.63 Crores. The Price Earnings Ratio was 6.13 as on March 31, 2016 which is 18.80 % higher as compared to last year which was 5.16. The closing price of the Company's equity shares on BSE as on March 31, 2016 was ₹ 124.40, representing a 522% increase over the rate of last public offer in the form of Rights Issue which was ₹ 20/-.

During the year, the increase in the number of employees was significantly on account of an addition of employees drawing low salaries. So, average percentile increase in salaries of employees other than managerial personnel during 2015-16 was Nil and their salaries had increased by 12.89%. In the same period there was an increase of 18.40% in the managerial remuneration. It can therefore be seen that there is a similarity between the increase in the remuneration of the employees and of managerial personnel.



ANNEXURE D TO DIRECTORS' REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the Financial Year ended 31/03/2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L25209UP1971PLC003444
ii.	Registration Date	26/07/1971
iii.	Name of the Company	Kanpur Plastipack Limited
iv.	Category \ Sub Category of the Company	Public non-government Company
v.	Address of the Registered office and contact details	D-19-20, Panki Industrial Area, Kanpur E-mail: secretary@kanplas.com website: www.kanplas.com Tel.: 0512-2691113 Fax: 0512-2691117
vi.	Whether Listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Pvt. Ltd. D-153/A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi-110 020 Tel.: +91 11 64732681-88 Fax: +91 11 26812682 Web:www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company are given hereunder:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Manufacture and export of FIBC (Flexible Intermediate Bulk Conatiner), Woven Sacks and PP high tenasity Multifilament Yarn.	25209	91.64%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of The Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	Nil	-	-	-	-



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

A. Promoters

(1) Indian

a) Individual/ HUF	4589842	-	4589842	57.67	4589842	-	4589842	57.67	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	917250	-	917250	11.52	917250	-	917250	11.52	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other.	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	5507092	-	5507092	69.19	5507092	-	5507092	69.19	-

(2) Foreign

a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters	5507092	-	5507092	69.19	5507092	-	5507092	69.19	-
(A)=(A)(1) + (A)(2)									

B. Public Shareholding

1. Institutions

a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-								



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	125891	1000	126891	1.59	98154	1000	99154	1.25	-0.34
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 lakh (1 lakh at beginning)	872015	616224	1488239	18.70	1138691	597499	1736190	21.81	3.11
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh (1 lakh at beginning)	457720	-	457720	5.75	309838	-	309838	3.89	-1.86
c) Others (NRI)	55912	201417	257329	3.24	51394	195017	246411	3.10	-0.14
i) HUF	120427	-	120427	1.51	48365	-	48365	0.61	-0.90
ii) clearing members	1549	-	1549	0.02	12197	-	12197	0.15	0.13
Sub-total (B)(2)	1633514	818641	2452155	30.81	1658639	793516	2452155	30.81	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	1633514	818641	2452155	30.81	1658639	793516	2452155	30.81	-
C. Shares held by Custodian for GD₹ & AD₹	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	7140606	818641	7959247	100	7165731	793516	7959247	100	-



(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Mahesh Swarup Agarwal	1394655	17.52	–	1267120	15.92	–	–1.60
2	Usha Agarwal	988314	12.42	–	988314	12.42	–	–
3	Manoj Agarwal	609879	7.66	–	609879	7.66	–	–
4	Shashank Agarwal	471657	5.93	–	471657	5.93	–	–
5	Mahesh Swarup Agarwal HUF	387412	4.87	–	387412	4.87	–	–
6	Alka Jain	232110	2.91	–	232110	2.91	–	–
7	Manoj Agarwal HUF	214815	2.70	–	214815	2.70	–	–
8	Jayatika Goyal	150000	1.88	–	150000	1.88	–	–
9	Kanika Mahadevwala	141000	1.77	–	141000	1.77	–	–
10	Manjari Agarwal	–	–	–	127535	1.60	–	1.60
11	KSM Exports Ltd.	418575	5.26	–	418575	5.26	–	–
12	MSA Investment & Trading Co. Pvt. Limited	498675	6.27	–	498675	6.27	–	–
	Total	5507092	69.19	–	5507092	69.19	–	–

(iii) Change in Promoters' Shareholding: (please specify, if there is no change)

There is no change during the year

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	Name	Shareholding at the beginning of the year		Date wise change in shareholding			Cumulative Share holding during the year (01-04-15 to 31-03-16)		Shareholding at the end of the year	
		No of Shares	% of total shares of the Company	Date	Increase / Decrease in Share holding	Reason	No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
1	Deepinder Singh Poonian	78396	0.98	31/03/2015						
				31/03/2016	0	–			78396	0.98
2	Sangeetha S	52578	0.66	31/03/2015						
				05/06/2015	–4088	Sale	48490	0.61		
				31/07/2015	–900	Sale	47590	0.60		
				07/08/2015	–900	Sale	46690	0.59		
				14/08/2015	–900	Sale	45790	0.58		
				21/08/2015	–2700	Sale	43090	0.54		
				18/12/2015	–900	Sale	42190	0.53		
				25/12/2015	–326	Sale	41864	0.53		
				08/01/2016	–1294	Sale	40570	0.51		
							40570	0.51		



Sl. No	Name	Shareholding at the beginning of the year		Date wise change in shareholding			Cumulative Share holding during the year (01-04-15 to 31-03-16)		Shareholding at the end of the year	
		No of Shares	% of total shares of the Company	Date	Increase / Decrease in Share holding	Reason	No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
3	Sanjeev Chopra	45081	0.57	31/03/2015						
				31/07/2015	6097	Purchase	51178	0.64		
				07/08/2015	-1009	Sale	50169	0.63		
				21/08/2015	-5088	Sale	45081	0.57		
				25/12/2015	-6000	Sale	39081	0.49		
				31/03/2016				39081	0.49	
4	Abhinav Jain	0	0.00	31/03/2015						
				12/06/2015	34125	Purchase	34125	0.43		
				04/12/2015	-225	Sale	33900	0.43		
				08/01/2016	-4721	Sale	29179	0.37		
				31/03/2016				29179	0.37	
5	Pankaj Singhal	0	0.00	31/03/2015						
				04/12/2015	25200	Purchase	25200	0.32		
				25/12/2015	2500	Purchase	27700	0.35		
				15/01/2016	1500	Purchase	29200	0.37		
				19/02/2016	-40	Sale	29160	0.37		
				26/02/2016	-25	Sale	29135			
				31/03/2016				29135	0.37	
6	Vijay Kumar C	70760	0.89	31/03/2015						
				07/08/2015	-10760	Sale	60000	0.75		
				14/08/2015	-3607	Sale	56393	0.71		
				21/08/2015	-10000	Sale	46393	0.58		
				28/08/2015	-6216	Sale	40177	0.50		
				04/09/2015	-10290	Sale	29887	0.38		
				25/12/2015	-5000	Sale	24887	0.31		
				31/03/2016				24887	0.31	
7	Pawan Kumar Jain	20775	0.26	31/03/2015						
				31/07/2015	2250	Purchase	23025	0.29		
				11/03/2016	100	Purchase	23125	0.29		
				31/03/2016						23125
8	Devika Anand	0	0.00	31/03/2015						
				25/06/2015	30205	Purchase	30205	0.38		
				25/12/2015	-6000	Sale	24205	0.30		
				19/02/2016	-3815	Sale	20390	0.26		
				31/03/2016				20390	0.26	



Sl. No	Name	Shareholding at the beginning of the year		Date wise change in shareholding			Cumulative Share holding during the year (01-04-15 to 31-03-16)		Shareholding at the end of the year	
		No of Shares	% of total shares of the Company	Date	Increase / Decrease in Share holding	Reason	No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
9	Neelam Jain	19875	0.25	31/03/2015	0	-				
				31/03/2016				19875	0.25	
10	Uma Ilangovan	0	0.00	31/03/2015						
				29/01/2016	18252	Purchase	18252	0.23		
				31/03/2016				18252	0.23	

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	Name	Shareholding at the beginning of the year		Date wise change in shareholding			Cumulative Share holding during the year (01-04-15 to 31-03-16)		Shareholding at the end of the year	
		No of Shares	% of total shares of the Company	Date	Increase / Decrease in Share holding	Reason	No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
1	Shri Mahesh Swarup Agarwal – Chairman Emeritus	1394655	17.52	15/06/2015	-127535	Sale	1267120	15.92	-	-
		-	-	-	-	-	-	-	1267120	15.92
2	Shri Manoj Agarwal – Managing Director	609879	7.66	-	-	-	609879	7.66	-	-
		-	-	-	-	-	-	-	609879	7.66
3	Shri Shashank Agarwal – Director (Technical)	471657	5.93	-	-	-	471657	5.93	-	-
		-	-	-	-	-	-	-	471657	5.93
4	Shri Sunil Mehta – Director Operations	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-
5	Smt Usha Agarwal	988314	12.42	-	-	-	988314	12.42	-	-
		-	-	-	-	-	-	-	988314	12.42
6	Shri Pradeep Kumar Goenka- Director	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-



Sl. No	Name	Shareholding at the beginning of the year		Date wise change in shareholding			Cumulative Share holding during the year (01-04-15 to 31-03-16)		Shareholding at the end of the year	
		No of Shares	% of total shares of the Company	Date	Increase / Decrease in Share holding	Reason	No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
7	Shri Subodh Kumar – Director	0	0.00	31/03/2015	–	–	–	–	–	–
				17/07/2015	4000	Purchase	4000	0.05		
				24/07/2015	2000	Purchase	6000	0.08		
				31/07/2015	892	Purchase	6892	0.09		
				25/08/2015	3892	Sale	3000	0.04		
				04/12/2015	3000	Sale	0	0.00		
				31/03/2016						0
8	Shri Pradeep Kumar Goenka – Director	–	–	–	–	–	–	–	–	–
		–	–	–	–	–	–	–	–	–
9	Shri Subodh Kumar – Director	–	–	–	–	–	–	–	–	–
		–	–	–	–	–	–	–	–	–
10	Shri Prem Singh Khamesra – Director	–	–	–	–	–	–	–	–	–
		–	–	–	–	–	–	–	–	–
11	Shri Sobhagya Mal Jain – Director	–	–	–	–	–	–	–	–	–
		–	–	–	–	–	–	–	–	–
12	Dr. Ram Gopal Bagla – Director	–	–	–	–	–	–	–	–	–
		–	–	–	–	–	–	–	–	–
13	Shri Ankur Srivastava –Company Secretary	–	–	–	–	–	–	–	–	–
		–	–	–	–	–	–	–	–	–
14	ShriBrajmohan Prasad Company Secretary	–	–	–	–	–	–	–	–	–
		–	–	–	–	–	–	–	–	–
15	Shri Avinash Kumar Singh Company Secretary Nominee	–	–	–	–	–	–	–	–	–
		–	–	–	–	–	–	–	–	–
16	Shri Arvind Gunjan – General Manager (Finance) / CFO	–	–	–	–	–	–	–	–	–
		–	–	–	–	–	–	–	–	–



V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits (Exempted)	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6996.66	–	331.95	7328.61
ii) Interest due but not paid	–	–	1.54	1.54
iii) Interest accrued but not due	0.57	–	–	0.57
Total (i+ii+iii)	6997.23	–	333.49	7330.72
Change in Indebtedness during the financial year				
Addition	161.86	–	–	161.86
Reduction	917.41	–	26.49	943.90
Net Change	(755.55)	–	(26.49)	(782.04)
Indebtedness at the end of the financial year				
i) Principal Amount	6241.30	–	307.00	6548.30
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	0.38	–	–	0.38
Total (i+ii+iii)	6241.68	–	307.00	6548.68

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

(₹ in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Shri Manoj Agarwal – Managing Director	Shri Shashank Agarwal – Director (Technical)	Shri Sunil Mehta – Director (Operations)	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	42.00	21.84	11.70	75.54
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	9.46	3.18	1.42	14.06
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	8.01	6.06	14.07
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission				
	– as % of profit	49.38	49.37	–	98.75
	– fixed performance incentive	–	–	5.00	5.00
5.	Others, please specify	–	–	–	–
	Total (A)	100.84	82.40	24.18	207.42

B. Remuneration to other directors:



(₹ in Lacs)

Sl. no.	Particulars of Remuneration	Name of Directors					Total Amount
		Shri P.K. Goenka	Shri S.M. Jain	Shri Subodh Kumar	Dr. Ram Gopal Bagla	Shri P. S. Khamesra	
1	Independent Directors						
i.	Fee for attending board / committee meetings	0.58	0.55	0.65	0.40	0.55	2.73
ii.	Commission	-	-	-	-	-	-
iii.	Reimbursement of Expenses (Others)	-	0.10	-	-	0.10	0.20
	Total (1)	0.58	0.65	0.65	0.40	0.65	2.93
2	Other Non-Executive Directors	Shri M. S. Agarwal	Smt. Usha Agarwal				
i.	Fee for attending board /committee meetings	0.64	0.64				1.28
ii.	Commission	-	-				-
iii.	Honorarium (Others)	24.00	-				24.00
	Total (2)	24.64	0.64				25.28
	Total (B)=(1+2)						28.21
	Total Managerial Remuneration						235.61
	Overall Ceiling as per the Companies Act, 2013						309.13

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

(₹ in Lacs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel				Total
		Company Secretary			CFO	
		Ankur Shrivastava	Brajmohan Prasad	Avinash Kumar Singh	Arvind Gunjan	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.43	3.46	0.33	9.80	15.02
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.22	0.13	-	0.55	0.90
	(c) Profits in lieu of salary under section 17(3) Income -tax Act, 1961	0.55	1.14	0.12	2.84	4.65
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profit					
	- others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total	2.20	4.73	0.45	13.19	20.57



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties, punishment or compounding of offences have been occurred during the year under review on Company or on its directors or officers.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding / Fees imposed	Authority [RD/ NCLT / Court]	Appeal made, if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



ANNEXURE E TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
KANPUR PLASTIPACK LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by KANPUR PLASTIPACK LIMITED (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by "the company" and also the information provided by "the Company", its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on March 31, 2016 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign

Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as applicable :-
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - iii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - v. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - vii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - viii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - ix. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi) We further report that, as per the Management Representation Letter for Secretarial Audit, there are no specific business/industry related laws applicable to the company.

We have also examined compliance with the applicable clauses of the following:



- i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii) The Listing Agreements have been entered into by the Company with Stock Exchange(s);
- iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations -:

- a) Two Form MGT-14 for the appointment of Secretarial Auditor, internal auditor and borrowings made by the company and Form MR-1 for the re-appointment of Shri Shashank Agarwal as the whole time director of the company has been filed with additional fee.
- b) The Form 5 INV pursuant to Rule 3 of IEPF (Uploading of Information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012 was pending to be filed by the Company with additional fee when the form was withdrawn by MCA on 27.03.2016 vide its web update. The relevant new Form has not yet been notified by MCA.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at the Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the board or Committee of the Board as the case may be.

We further report that, in my opinion there exist adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, the same is needed to be further strengthened.

We further report that during the audit period, the Company has:

- i) No instances of Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii) No instances of Redemption / buy-back of securities.
- iii) No major decisions were taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv) No instances of Mergers/ Amalgamations/ Reconstruction etc.
- v) No instances of Foreign Technical Collaboration.

Adesh Tandon & Associates
Company Secretaries

(Proprietor)

Date: 29/07/2016

FCS No :2253

Place: Kanpur

CP No :1121



ANNEXURE F TO DIRECTORS' REPORT

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Corporate Social Responsibility is strongly connected with the principles of Sustainability. An organization should make decisions based not only on financial factors, but also on the social and environmental consequences thereof. Therefore, it is the core corporate responsibility of KPL to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting its financial interests and the aspirations of its stakeholders.

KPL recognizes that its business activities have wide impact on the societies in which it operates, and therefore an effective CSR practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. The Company's endeavors to make CSR a key business process for sustainable development. KPL is responsible to continuously enhance shareholders wealth. It is also committed to its other stakeholders to conduct its business in an accountable manner that creates a sustained positive impact on society. Our Company is committed towards aligning with nature and has adopted, as far as possible, eco-friendly practices. As a corporate entity, the Company is committed towards sustainability.

Corporate Social Responsibility:

Corporate Social Responsibility means and includes but not limited to the projects or programs relating to activities specified in Schedule VII of the Act in pursuance of recommendation of the CSR Committee of the Board as per declared CSR Policy of the Company subject to the condition that such policy will cover subjects enumerated under Schedule VI of the Act.

Guiding Principles:

To attain its CSR objectives in a professional and integrated manner, the Company shall:

- Undertake proactive engagement with stakeholders to actively contribute to the socio-economic development of the periphery/

community in which it operates.

- Create a positive footprint within the society by creating inclusive and enabling infrastructure/environment for livable communities.
- Ensure environmental sustainability by adopting best ecological practices and encouraging conservation/judicious use of natural resources.
- Work towards mainstreaming the marginalized segments of the society by striving towards providing equal opportunities and making meaningful difference in their lives.
- Focus on educating the girl child and the underprivileged by providing appropriate infrastructure, and groom them as future value creators.
- Assist in skill development by providing direction and technical expertise to the vulnerable thereby empowering them towards a dignified life.
- Emphasize on providing basic nutrition/health care facilities with special focus on establishing health centers for the mother and child as well as the elderly.
- Facilitate water conservation by reducing water consumption at the plants and taking up rain water harvesting projects.
- Work towards generating awareness for creating public infrastructure that is barrier free, inclusive and enabling for all including the elderly and the disabled.
- Create positive awareness towards the need to adopt measures that lead towards reducing carbon footprints, dependence on fossil fuels and promote alternate energy approaches.
- At the time of national crisis, as a Company it is imperative for us to respond to emergency situations & disasters by providing timely help to affected victims and their families.

CSR Policy:

In order to achieve the above principles, and as per section 135 read



with schedule VII of the Companies Act, 2013, KPL shall undertake the Corporate Social Responsibility (CSR) Activities particularly in the following sphere and expenditure towards one or more of the below mentioned activities, on continuous basis, shall be the “Kanpur Plastipack Limited Corporate Social Responsibility Policy”:

- (i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- (iii) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up oldage homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- (v) Protection of National Heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- (vi) Measure for the benefit of armed force veterans, war widows and their dependents;
- (vii) Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympics sports;
- (viii) Contribution to the prime minister’s National Relief Fund or any other fund set up by the central government for socio-economic development and relief and welfare of the Scheduled Castes, the Schedule Tribes, other backward classes, minorities and women;
- (ix) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- (x) Rural Development projects.
- (xi) Slum area development.

Manner of CSR Activity and its reporting

The CSR Committee shall recommend the expenditure to be incurred on the above activities and shall from time to time monitor and report to the Board about the implementation thereof, expenditure incurred and to be incurred, amount expended, amount unspent, balance amount to be incurred and in case of any deviation from the stated policy, reasons thereof is to be reported to the Board and the Board shall report to the shareholders in its Directors Report.

Trust or bodies incorporated with charitable objects may be approached for the implementation of the CSR Activities in pursuance to the above CSR Policy. The detail reporting of the same shall be made to the CSR Committee

An Annual Report on CSR Activities detailing the amount required to be expended, detailed CSR projects and amount expended on each CSR activity will be reported to the Stakeholders.



ANNEXURE G TO DIRECTORS' REPORT

ANNUAL REPORT ON CSR

[Pursuant to the provisions of section 135 read with rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.			CSR Committee of the Company has decided to spend the amount of CSR interalia on promoting health care and sanitation activities. CSR policy is attached with the Directors report the same has also been uploaded on the website of the Company. Weblink of the same is given below: http://kanplas.com/wp-content/uploads/KPLCSR.pdf			
2.	The Composition of the CSR Committee			CSR Committee of the Company consists of 2 Independent Directors, 1 Non Executive Director and 1 Whole Time Director of the Company. The composition of the CSR Committee is as under: 1. Shri P. S. Khamesra, Chairman 2. Shri Subodh Kumar, Member 3. Smt Usha Agarwal, Member 4. Shri Shashank Agarwal, Member			
3.	Average net profit of the Company for last three financial years			₹ 1463.00 Lacs			
4.	Prescribed CSR Expenditure (2% of the amount as in item no. 3 above)			₹ 29.26 Lacs			
5.	Details of CSR Spent during the financial year: (a) Total amount to be spent for the financial year (b) Amount unspent, if any: (c) Manner in which the amount spent during the financial year is detailed below:			₹ 31.20 Lacs Nil			
Sl. No	CSR Projects or Activities Identified	Sector in which the project is covered	Area of Projects or Programs Local Area or other Specify Location of the program	Amount outlay (budget) project or program wise	Amount spent on the projects or programs sub heads 1. Direct expenditure on projects or programs 2. overheads	Cumulative Expenditure upto 31-03-2016	Amount Spent: Direct or Through implementing agency
1.	Promoting Health Care (Medical Clinic)	Promoting health care including preventive health care	Nearby locations of factory Village: Nauriya Kheda	10,20,000	Direct expenditure on projects or programs	10,01,433	Direct
2.	Health Checkup Camp	Promoting health care including preventive health care	Nearby locations of factory Village: Nauriya Kheda, Sarai Meta, Dabauli, Shyampur and Gajner Road	1,35,000	Direct expenditure on projects or programs	2,08,350	Direct
3.	Education expenses for poor family student	Promoting education	First Semester fee of B. Arch. in IIT Kanpur, fees and tuition fees for session 2015-16 in IIT Kharagpur	75,000	Direct expenditure on projects or programs	62,426	Direct
4.	Toilet Blocks, Tubewell boring to arrange safe drinking water	Promoting sanitation and safe drinking water	SS Public School, Bithoor, Kanpur. Purb Madhyamik Vidyalaya, Hingupur Block, Kalyanpur, Kanpur	85,000	Direct expenditure on projects or programs	80,891	Direct



Sl. No	CSR Projects or Activities Identified	Sector in which the project is covered	Area of Projects or Programs Local Area or other Specify Location of the program	Amount outlay (budget) project or program wise	Amount spent on the projects or programs sub heads 1. Direct expenditure on projects or programs 2. overheads	Cumulative Expenditure upto 31-03-2016	Amount Spent: Direct or Through implementing agency
5.	Training & Skill Development Programme	Promoting education and employment enhancing vocational skill among differently abled children and other society	Expenses made for differently abled children (blind) for vocational development programme in the campus of Jyoti Bal Vikash Sansthan ,Kanpur and Educational skill training of society within the campus of Jaipuria School & HBTI, Kanpur	3,00,000	Direct expenditure on projects or programs	3,10,000	Direct
6.	Financial Support to needy/poor people.	Measures for reducing inequalities faced by socially and economically backward groups	Funeral expenses given to Brij Bhan Singh, Shiv Poojan Sharma, Jai Prakash, Girish Pandey, Kaptan Singh, Chandra Kumar, Kaushal Kishore, Chhunnalal, Dinesh Kumar, Sunil Kumar, Abhishek Srivastava and Ram Pyare	70,000	Direct expenditure on projects or programs	1,20,000	Direct
7.	Eradicating hunger, poverty, malnutrition, financial support, distribution of shoes, clothes, blankets , tea, foods etc. to poor /needy people. (Misc)	Eradicating hunger, poverty, distribution of livelihood goods and malnutrition	Nearby locations of factory. Other locations of Kanpur. Donation to CM relief fund for Nepal earthquake. Donation to Jayantilal Chand Charitable Trust.	14,35,000	Direct expenditure on projects or programs	14,30,049	Direct
	Total			31,20,000		32,13,149	-
6.	Reasons for not spending 2% of the average net profit of last three financial years or any part thereof			n.a.			
7.	Responsibility statement of CSR Committee			The implementation and monitoring of the CSR policy, is in compliance with CSR objectives and CSR policy of the Company.			

* Net profit has been considered as per Rule 2(f) of the Companies (Corporate Social Responsibility) Rules, 2014.

For Kanpur Plastipack Limited

Date: 29/07/2016
Place: Kanpur

(MANOJ AGARWAL)
Managing Director

(PREM S. KHAMESRA)
Chairman CSR Committee



ANNEXURE H TO DIRECTORS' REPORT

FORM AOC-2

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transaction not at arm's length basis:

Name of the Related party	Nature of Relationship	Nature of Contract / arrangement / transaction	Duration of the Contract / arrangement / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the resolution was passed in general meeting as required under first proviso to section 188
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---NIL---

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of the Related party	Nature of Relationship	Nature of Contract / arrangement / transaction	Duration of the Contract / arrangement / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
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Details given in Sub Note No. 7 of Note No. 27 of the Financial Statements which forms part of the Annual Report

No fresh contract or arrangement has been entered during the year.

REMUNERATION POLICY

In determining the remuneration policy, the Nomination and Remuneration Committee ensures that a competitive remuneration package for Board-level executives, KMPs and Senior Management personnel commensurate to their performance is maintained and benchmarked with the trend in the Industry.

The terms of reference, objectives and key elements of the policy produced below is in line with the provisions of Section 178(4) of the Companies Act, 2013, which requires that the policy be formulated in a manner such that it ensures that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully and also that relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

BASIS OF FORMULATION

The Company while deciding the remuneration package of the senior management members takes into consideration the following items:

- a. Educational/Technical skills, knowledge of industry
- b. employment scenario
- c. remuneration package in similar industry and
- d. remuneration package of the managerial talent in other industries.

1. Remuneration to the Members of the Board of Directors

I. Remuneration payable to Executive Directors

The Company shall pay remuneration to its executive directors either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other. The elements of the remuneration package of the Executive Director comprises of salary, perquisites & allowances comprising of Company maintained accommodation or house rent allowance, leave travel allowance and other perquisites and allowances including Company's contribution to provident fund, gratuity and leave encashment facilities in accordance with rules

of the Company and as may be mutually agreed with the Director concerned.

Annual increments, if any, shall be effective 1st January each year.

The Commission, if any, shall be payable annually after the Financial Statements have been adopted by the Shareholders.

The remuneration or any change therein is first recommended by the Remuneration Committee and then approved by the Board of Directors and thereafter will be placed before the Shareholders for their approval.

II. Remuneration payable to Non-Executive and Independent Directors

The Company does not pay any remuneration to its non executive directors, except sitting fee for attending the meetings of Board of Directors and Committees thereof at the rates as may be decided by the Board of Directors from time to time subject to the maximum limits as prescribed in the Companies Act, 2013 and reimbursement of expenses of traveling.

The Company has no pecuniary relationship or transaction with its non-executive Directors other than payment of sitting fees to them for attending Board and Committee Meetings.

III. Remuneration payable to Chairman Emeritus

The Company has appointed Shri Mahesh Swarup Agarwal as Chairman Emeritus and an amount of ` 2,00,000/- p.m. is being paid to him as Honorarium with the approval of shareholders.

In no event the total managerial remuneration payable to all the Directors of the Company shall exceed the maximum limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

2. Remuneration payable to other KMPs and Senior Management personnel

As may be decided by the management in accordance with the policy of the Company.

CEO AND CFO CERTIFICATE

To
The Board of Directors
Kanpur Plastipack Limited

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 23.05.2016

(MANOJ AGARWAL)
Managing Director/CEO

(ARVIND GUNJAN)
GM (Finance)/CFO

MANAGEMENT DISCUSSION AND ANALYSIS REPORT



(i) Industry Structure & Development

Your Company is mainly engaged in manufacturing and export of FIBC (Flexible Intermediate Bulk Container) commonly known as Jumbo bags, Woven Sacks, PP Fabrics and PP high Tenacity Multifilament Yarn. The Company is operating in a Niche market with a set of committed customers who continue to be satisfied with our services and quality.

(ii) Opportunities Threats & Challenges

The recovery of the North American Economy has thrown up new opportunities in the market which the Company is gearing up to handle. Fresh efforts in South America have yielded some very positive results and opened up a Huge market for Fabrics which has been successfully catered this year.

There is tremendous shortage of manpower and being a labour intensive industry it has the potential to affect production. However, management has adequate systems in place to constantly monitor manpower requirement, provide internal training and is also introducing new initiatives to reduce attrition rates.

The management has embarked on a major project on Operational Excellence and Business Strategic Growth. Fresh steps have been taken to improve cost effectiveness, excellence in product quality, customer service and operational productivity. In addition a project to impart Lean management systems has been undertaken during the year and continues as well.

(iii) Segment wise or product wise performance

The Company operates in two primary business segments viz Manufacturing of Fabrics, Woven Sacks, FIBC's and PP Multifilament Yarn and as Consignment Stockiest of Indian Oil Corporation Limited. The performance is given herein below:

Particulars	(In MT)	
	2015-16	2014-15
Manufacturing Division		
Total Production		
(All products)	15571	14071
Sales:		
FIBC	10305	10259
Fabrics	2874	1542
Woven Sacks	448	584
PP MFY	2100	1752
Total Sales	15727	14137
Consignment Stockist Division		
Sales of granules	17178	19372.50

(iv) Outlook

The Directors' Report has specifically dealt with the subject under the head 'Prospects'.

(v) Risks and Concerns

The raw material used by the Company is oil based. Price volatility in the international market is an area of concern. Risks arise also due to foreign exchange fluctuation. The Company has a well defined Policy for Risk Mitigation on foreign exchange by adopting hedging strategies.

The Company has adequate systems to mitigate risks arising of quality and systems control. The Company is one of the few to have adopted a quality management system which helps it in offering the best in the Industry standards. The Company currently is AIB certified, ISO 22000, ISO 9008, HACCP and BRC certified to cover almost the entire range of standards that are applicable.



(vi) Internal Control System

The Company has adequate system of internal controls with regards to purchase of stores, raw materials including components, plant & machinery, equipment, sale of goods and other assets. The internal control system is supplemented by well documented policies and guidelines and is conducted by outside auditing firm. Internal audit reports are periodically put to and are reviewed by the Audit Committee and top Management on a quarterly basis.

(vii) Financial and Operational Performance

The Directors' Report has specifically dealt with the subject under the headings 'Financial Results and Review of Operations'.

(viii) Human Resource Development

Human resource is the most important resource in management and needs to be used efficiently. The Company views its employees

as valuable resources who are important stakeholders in the growth, prosperity and development of the organization. The Company is committed to provide necessary training / conducts development programmes to imbibe necessary skills required within the employees. The management of the Company enjoys cordial relations with its employees at all levels.

(ix) Cautionary Statement

Statements in this report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed in this statement because of many factors like economic condition, availability of labour, price conditions, domestic and international market, changes in Government policies, tax regime, etc.



FINANCIAL STATEMENTS



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
KANPUR PLASTIPACK LIMITED

Report on the Financial Statements

To The Board of Directors of Kanpur Plastipack Limited

1. We have audited the accompanying financial statements of Kanpur Plastipack Limited ("the Company"), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
 - b) In the case of the statement of Profit & Loss, of the profit for the year on that date; and
 - c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
10. As required by Section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements
 - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For PANDEY & COMPANY

Chartered Accountants

Firm No. : 000357C

AMIT PANDEY

Partner

Membership No. 402377

Place: KANPUR

Date: 23rd May 2016



ANNEXURE TO THE AUDITORS REPORT

Referred to in Paragraph 9 under the heading of "Report on other legal and regulatory requirements" of our report of even date to the members of Kanpur Plastipack limited on the standalone financial statements as of and for the year ended March 31, 2016.

- I. In respect of its Fixed Assets:
 - a) The Company has maintained the proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The physical verification of fixed asset is to be conducted by the management.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- II. In respect of its Inventories:
 - a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
- III. The Company has not granted any loans, secured or unsecured to Companies, Firm, Limited Liability Partnerships (LLP) or other parties covered by clause (76) of Section 2 of the Companies Act, 2013.
- IV. The Company neither granted any loan to Directors nor made any investment so compliance to section 185 and 186 of Companies Act 2013 is not required.
- V. The Company has accepted the Deposits from Directors, Promoters their relatives and Inter Corporate Deposits amounting to ₹307 Lacs which are exempted deposits under Section 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.
- VI. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of section 148 of the Act, and are of the opinion that, prime facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- VII. In respect of statutory dues:
 - a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty Excise Duty, Cess, and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2016 for a period of more than six months from the date of becoming payable.
 - b) The disputed statutory dues aggregating that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Nature of the Statute	Nature of dues	Period to which amount relates	Amount (₹ in lacs)	Forum where dispute is pending
Central Excise Act, 1944	Classification of product	Financial year 1986 to 1990	116.00	Allahabad High Court
	Rebate claims	2012-13 and 2013-14	28.9	Joint Secretary, New Delhi
	Service tax on Common input service against exempted goods	Financial year 2009-10 to 2012-13	41.78	Commissioner Appeal, Kanpur
	Refund Claims	Financial year 2012-13	54.94	Commissioner Appeal, Kanpur
Uttar Pradesh Trade Tax, 1948	Penalty under UPTT	Financial year 2006-07 and 2007-08	2.73	Appellate Tribunal Commercial Tax, Kanpur

Central sales Tax Act, 1956	CST Form C	Financial year 2010-11	2.45	Additional Commissioner Grade 2 (Appeals) Commercial Tax, Kanpur
	Additional Tax	Financial year 2009-10	3.52	Appellate Tribunal Commercial Tax, Kanpur
Income Tax Act, 1961	Income Tax	Assessment year 1996-97	Income disputed 153.33; Tax demand Nil, as there were brought forward losses	High Court, Allahabad
	Income Tax	Assessment year 2005-06	Disallowed expenditure 47.27; Disputed Tax 21.36	High Court, Allahabad
Income Tax Act, 1961	Income Tax	Assessment year 2010-11	1.98 Disputed Tax Deposited	CIT(A)
	Income Tax	Assessment year 2012-13	17.08 Disputed Tax Demand	CIT(A)
	Tax Deducted at source	A.Y. 2009-10 (1-10-09 to 31-03-2010), 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16 (upto December)	115.79 Tax	CIT(A)
	Penalty U/S 271(AAA)	Assessment year 2012-13	200.00; addition of Income from Other Sources	ACIT Central Circle, Kanpur
	Income Tax	Assessment year 2013-14	Expenditure disallowed 8.31; Tax demand Nil.	CIT (Appeals)

- VIII. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
- IX. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- X. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- XI. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- XII. The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- XVI. The Company does not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For PANDEY & COMPANY
Chartered Accountants
Firm No. : 000357C

AMIT PANDEY
Partner

Place: KANPUR
Date: 23rd May 2016

Membership No. 402377



BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	2	995.92	995.92
(b) Reserves and Surplus	3	6,061.61	4,622.16
		7,057.53	5,618.08
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	1,496.33	1,981.24
(b) Deferred Tax Liabilities (Net)	5	740.91	595.37
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions	6	437.80	387.11
		2,675.04	2,963.72
(3) Current Liabilities			
(a) Short-Term Borrowings	7	4,334.83	4,622.57
(b) Trade Payables	8	598.69	1,055.48
(c) Other Current Liabilities	9	1,123.85	965.79
(d) Short-Term Provisions	10	1,519.13	1,255.51
		7,576.50	7,899.35
TOTAL		17,309.07	16,481.15
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	11	6,961.80	6,635.84
(b) Non-current investments	12	6.36	6.90
(c) Long term loans and advances	13	399.75	297.83
(d) Other non-current assets	14	55.93	38.09
		7,423.84	6,978.66
(2) Current Assets			
(a) Current investments		-	-
(b) Inventories	15	2,903.39	3,266.44
(c) Trade receivables	16	4,449.05	4,352.87
(d) Cash and cash equivalents	17	105.80	155.21
(e) Short-term loans and advances	18	2,426.99	1,727.97
		9,885.23	9,502.49
TOTAL		17,309.07	16,481.15
III. Significant Accounting Policies and Notes to Accounts			
	1 & 26		

As per our report of even date attached

For PANDEY & COMPANY
Chartered Accountants

AMIT PANDEY
Partner
Membership No 402377
Firm Regn No 000357C

Kanpur
Dated: 23rd May, 2016

For and on behalf of the Board of Directors

ARVIND GUNJAN
Chief Financial Officer

AVINASH KUMAR SINGH
Company Secretary

MANOJ AGARWAL
Managing Director

SHASHANK AGARWAL
Director (Technical)

STATEMENT OF PROFIT & LOSS ACCOUNT for the year ended 31st March, 2016

(₹ in Lacs)

Particulars	Note No.	2015-2016	2014-2015
INCOME			
I. Revenue from operations	19	24,596.52	24,600.12
II. Other Income	20	366.26	321.78
III. TOTAL REVENUE (I+II)		24,962.78	24,921.90
IV. EXPENDITURE:			
(a) Materials Consumed	21	13,556.84	14,968.02
(b) Purchases of Stock-in-Trade		10.91	166.31
(c) Changes in Inventories (Increase)/Decrease in stock	22	315.91	153.94
(d) Employee Benefit Expenses	23	1,580.01	1,302.47
(e) Depreciation and Amortization of Assets	11	411.36	377.89
(f) Finance Costs	24	765.61	887.67
(g) Other Expenses	25	5,746.02	5,404.31
TOTAL EXPENSES		22,386.66	23,260.61
V. Profit before exceptional and Extraordinary items and Tax		2,576.12	1,661.29
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		2,576.12	1,661.29
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		2,576.12	1,661.29
X. Tax Expenses :			
(a) Current Income Tax		785.00	465.00
(b) Deferred Income Tax		145.54	51.39
		930.54	516.39
XI. PROFIT FOR THE YEAR AFTER TAX		1,645.58	1,144.90
XII. Earning per equity Share (in ₹)		20.31	14.02
XIII. Significant Accounting Policies and Notes to Accounts	1 & 26		

As per our report of even date attached

For PANDEY & COMPANY

Chartered Accountants

AMIT PANDEY

Partner

Membership No 402377

Firm Regn No 000357C

Kanpur

Dated: 23rd May, 2016

For and on behalf of the Board of Directors

ARVIND GUNJAN

Chief Financial Officer

AVINASH KUMAR SINGH

Company Secretary

MANOJ AGARWAL

Managing Director

SHASHANK AGARWAL

Director (Technical)



CASH FLOW STATEMENT for the year ended 31st March, 2016

(Pursuant to Clause 32 of the Listing Agreement with the Stock Exchanges)

(₹ in Lacs)

Particulars	2015-2016	2014-2015
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before Tax and extraordinary items	2,576.12	1,661.29
Adjustments for:		
Depreciation	411.36	377.89
(Profit) / Loss on Sale of Fixed Assets	17.31	0.19
Interest Received	(114.71)	(119.76)
Finance Cost	765.61	887.67
Operating Profit before working capital changes	3,655.69	2,807.28
Adjustments for:		
Trade and Other Receivables	(914.97)	(82.92)
Inventories	363.05	397.11
Trade Payables, Other Liabilities & Provisions	102.58	800.78
Cash Generated from operations	3,206.36	3,922.26
Income Tax (excl. Deferred Tax)	(798.70)	(452.28)
Cash Flow before extraordinary items	2,407.66	3,469.97
Extraordinary Items	-	-
Net cash from operating activities	2,407.66	3,469.97
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(867.48)	(1,095.59)
Sale/Adjustment of Fixed Assets	130.15	0.90
Acquisition of Companies	-	-
Purchase of Investments	-	(6.90)
Sale/Adjustment of Investments	(0.54)	58.90
Interest Received	114.71	119.76
Dividend Received	-	-
Profit / (Loss) on Sale of Fixed Assets	(17.31)	(0.19)
Net Cash used in Investing activities	(640.47)	(923.12)

CASH FLOW STATEMENT for the year ended 31st March, 2016

(₹ in Lacs)

Particulars	2015-2016	2014-2015
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issue of Share Capital allotted as Bonus shares (Right Issue)	-	-
Decrease in General Reserve	-	(52.84)
Utilisation for issue of Equity Shares	-	-
(Increase)/Decrease in Foreign Currency Monetary Item		
Translation Difference Account	8.91	10.33
Proceeds from Long Term Borrowings		
a) Secured (Bank / Institutions)		
For Working Capital	(287.74)	(1,008.82)
For Fixed Assets	(484.91)	(461.30)
b) Unsecured		
Finance Cost	(765.61)	(887.67)
Dividend Paid / Proposed (incl. Dividend Tax)	(287.25)	(143.40)
Net Cash used in Financing Activities	(1,816.60)	(2,543.71)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(49.41)	3.13
Cash and Cash Equivalents as at 31.03.2015 (Opening Balance)	155.21	152.08
Cash and Cash Equivalents as at 31.03.2016 (Closing Balance)	105.80	155.21

As per our report of even date attached

For PANDEY & COMPANY

Chartered Accountants

AMIT PANDEY

Partner

Membership No 402377

Firm Regn No 000357C

Kanpur

Dated: 23rd May, 2016

For and on behalf of the Board of Directors

ARVIND GUNJAN

Chief Financial Officer

AVINASH KUMAR SINGH

Company Secretary

MANOJ AGARWAL

Managing Director

SHASHANK AGARWAL

Director (Technical)

AUDITORS' CERTIFICATE

Kanpur Plastipack Limited,
D-19-20, Panki Industrial Area,
KANPUR-208 022.

We have examined the attached Cash Flow Statement of M/s Kanpur Plastipack Limited for the year ended 31st March, 2016. The statement has been prepared by the Company in accordance with the requirements of Clause 32 of the Listing Agreement with Stock Exchange and is based on an agreement with the corresponding statement of Profit & Loss Account and Balance Sheet of the Company covered by our report dated 23rd May, 2016 to the members of the Company.

For PANDEY & COMPANY

AMIT PANDEY

Partner

Kanpur

Dated: 23rd May, 2016

Membership No 402377

Firm Regn No 000357C



NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET as at 31st March, 2016

NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

The accounts are prepared under the historical cost convention and in accordance with the applicable accounting standards issued by The Institute of Chartered Accountants of India. The significant accounting policies are as follows:

1. **Fixed Assets (AS-10):**
Fixed Assets are stated at cost net of recoverable Taxes and includes amount added on revaluation if any less accumulated depreciation and impairment loss. All costs including finance cost till commencement of commercial production to the Fixed Assets are capitalized.
2. **Depreciation (AS-6):**
Depreciation is provided based on useful life of Assets as prescribed in Schedule II the Companies , Act'2013 except in case of Lease hold Land , the useful life of the Land has been determined over the Period of Lease Term.
3. **Impairment of Assets (AS-28):**
Consideration is given at each balance sheet date to determine whether there is any modification or impairment of the carrying amount of the fixed assets. If any condition exists, an asset's recoverable amount is estimated. An impairment loss is recognized, whenever the carrying amount of any asset exceeds recoverable amount.
4. **Valuation of Inventory (AS-2):**
The raw materials, stores and spares and goods-in-process are valued at cost net of Cenvat credit, and finished goods are valued at cost or net realizable value, whichever is lower. The cost is computed on FIFO basis and comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
5. **Research & Development:**
The Company does not have separate research & development department. The Company has not made any specific expenditure on this head.
6. **Foreign Currency Transactions (AS-11):**
 - (a) Current assets and current liabilities relating to foreign currency transactions are normally recorded at the exchange rate prevailing at the time of transaction and Profit or Loss on outstanding foreign currency contracts has been accounted for at the exchange rate prevailing at the close of the year.
 - (b) The Company has opted for accounting the exchange differences arising on reporting of long term foreign currency monetary items in line with Companies (Accounting Standards) Amendment Rules, 2011 relating to Accounting Standards 11 Accordingly, the effect of (AS-11) notified by Government of India on 11th May, 2011. exchange differences on foreign currency loans of the company is accounted by transfer to 'Foreign Currency Monetary Items Translation Difference Account' included under the head "Reserves and Surplus" to be amortized over the balance period of the long term monetary items or period up to end of the reporting period, whichever is earlier.
7. **Investments (AS-13) :**
Current investments are carried at lower of cost and quoted or fair value, computed category wise. Long Term Investments are stated at cost. Provision / write off as the case may be for diminutions in the value of long term Investments is made only if such a decline is other than temporary.
8. **Recognition of Income / Expenditure (AS-9):**
Revenues / income is recognised on accrual basis when it can be reliably measured and it is reasonably to expect ultimate collection. Dividend Income is recognised when right to receive is established.
9. **Borrowing Cost (AS-16):**
Borrowing cost directly attributable to the acquisition, construction or production of a fixed assets have been capitalized as part of the cost of that asset. Funds borrowed generally and used for the purpose of obtaining of fixed assets, the amount of borrowing cost eligible for capitalization has been determined by applying capitalization ratio to the total cost incurred on fixed assets.
10. **Government grants (AS-12) :**
Government grants are recognized when there is a reasonable assurance of compliance with the conditions attached to such grants and where benefits in respect thereof have been earned and it is reasonably certain that the ultimate collection will be made. Government subsidy in the nature of promoter's contribution is credited to Capital Reserve . Government subsidy received for a specific asset is reduced from the cost of the said asset.

NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
NOTE - 2 SHARE CAPITAL		
1 Authorised Capital		
(in Lacs) 160.00 Equity Shares of ₹10/- each	1,600.00	1,600.00
(in Lacs) 40.00 Preference Shares of ₹10/- each	400.00	400.00
	2,000.00	2,000.00
2 Issued, Subscribed and Paid-up Capital		
(in Lacs) 79.59 (Previous year (in Lacs) 79.59) Equity Shares of ₹10/- each fully paid up		
a. Opening of Equity Shares	795.92	795.92
	795.92	795.92
b. (in Lacs) 20.00 (Previous year (in Lacs) 20.00) 12% Redeemable Cumulative Preference Shares of ₹10/- each fully paid up.	200.00	200.00
	995.92	995.92

2.2 Out of 79,59,300 Equity Shares, more than 5% holding are as under:

S.No.	Name of the Shareholder	No. of Shares	Percentage (%)
(a)	Mahesh Swarup Agarwal	12,67,120	15.92%
(b)	Usha Agarwal	9,88,314	12.42%
(c)	Manoj Agarwal	6,09,879	7.66%
(d)	MSA Investments & Trading Company Pvt. Ltd.	4,98,675	6.27%
(e)	Shashank Agarwal	4,71,657	5.93%
(f)	KSM Exports Limited	4,18,575	5.26%



NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
NOTE - 3 RESERVES AND SURPLUS		
1 General Reserve		
- Opening Balance	294.33	264.33
Add : Transferred from statement of profit & loss	30.00	30.00
- Closing Balance	324.33	294.33
2 Foreign Currency Monetary Item Translation Difference Account		
- Opening Balance	(8.91)	(19.24)
Add : Increase/(Decrease) in Liabilities on Account of Foreign Currency Flutuation	8.91	10.33
- Closing Balance	-	(8.91)
3.1 Refer Point No. 6 of Note 1		
3 Surplus in Statement of Profit and Loss		
(a) Opening Balance	4,336.74	3,375.36
(b) Add: Profit for the Year	1,645.58	1,144.90
(c) Add: Taxes for Earlier Years	(13.70)	12.72
(e) Add : Transfer from Gratuity Reserve Fund	-	30.00
(d) Less : Depreciation provided for Earlier Year as per the Companies Act'2013 (Refer Note 11.1)	-	(52.84)
	5,968.62	4,510.14
4 Less: Appropriation		
(i) Transferred To General Reserves	30.00	30.00
(ii) Transferred To Gratuity Reserve Fund	-	-
(iii) Interim Dividend on Equity Shares for the Year (Amount per Equity Share ₹1.20 /-, Previous Year ₹ NIL)	95.51	-
(iv) Proposed Final Dividend on Equity Shares for the Year (Amount per share ₹0.60 /-, Previous Year ₹1.20 /- per Equity Share) (Thus for the Year, Total Dividend paid on Equity shares is 18% as agt. 12% in Previous Year)	47.76	95.51
(v) Dividend paid on Preference Shares for the Year (12% p.a. on ₹200.00 lacs, Previous Year ₹ NIL)	24.00	-
(v) Proposed Dividend on Preference Shares (Curreny Year ₹ NIL, Previous Year 12% p.a. on ₹200.00 lacs)	-	24.00
(v) Tax on Dividend on Equity Shares	29.17	19.09
(vi) Tax on Dividend on Preference Shares	4.90	4.80
	231.34	173.40
	5,737.28	4,336.74
	6,061.61	4,622.16

NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
NOTE - 4 LONG TERM BORROWINGS		
Secured Loans		
1 Term Loan from State Bank of India	1,169.93	1,692.35
2 Vehicle Finance under Hire purchase	32.40	22.16
3 Others (From UPSIDC Ltd.)	-	8.24
	1,202.33	1,722.75
Unsecured Loans		
1 Deposits	219.00	183.49
2 Inter Corporate Deposits	75.00	75.00
	294.00	258.49
	1,496.33	1,981.24

- 4.1 Term Loan in Foreign Currency (Term Loan No. V) , Balance Outstanding amounting to (₹ in Lacs) NIL (Previous Year (₹ in Lacs) 422.62 .
- 4.2 Term Loans from State Bank Of India in INR Balance Outstanding is (₹ in Lacs) 1169.93, (₹ in Lacs) (Previous Year 1269.73).
- 4.3 The above Term Loans are secured by hypothecation of stocks of Raw Materials, Goods in Process, Finished Goods, Spares, Book Debts, Export Documents and mortgage of Fixed Assets)
- 4.4 The above Term Loans have been guaranteed (personal) by Chairman Emeritus, Managing Director and Director (Technical) of the Company.
- 4.5 Vehicle Finance under Hire purchase is Secured by Hypothecation of Vehicle and are repayable over a period of 2 to 5 Years.
- 4.6 Outstanding from UPSIDC Ltd. (₹ in Lacs) NIL (Previous year (₹ in Lacs) 8.24)
- 4.7 Outstanding Unsecured Deposits amounting to (₹ in Lacs) 219.00 (Previous year (₹ in Lacs) 183.49 and is for 3 Years and Interest Rate is 12.5%.
- 4.8 Outstanding Unsecured Inter Corporate Deposits (₹ in Lacs) 75.00 (Previous year (₹ in Lacs) 75.00) and is for 3 Years and Interest Rate is 12.5%.
- 4.9 Deposits and InterCorporate Deposits amounting to ₹294.00 Lacs (Previous Year ₹258.49 Lacs) are exempted Deposits Under Section 73 of the Companies Act 2013, read with Companies (Acceptance of Deposits) Rules , 2014.

NOTE - 5 DEFERRED TAX LIABILITY (Net)

1 Deferred Tax Liabilities		
Depreciation and amortisation	946.26	778.54
2 Deferred Tax Assets		
Employee benefits	(205.35)	(183.17)
	740.91	595.37

- 5.1 In accordance with Accounting Standard (AS – 22) on Accounting for Taxes on Income as issued by The Institute of Chartered Accountants of India, the Company has provided for deferred tax liability resulting from timing differences between book and taxable profit using the rates and the laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable / virtual certainty that the asset will be realised in future.



NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
NOTE - 6 LONG TERM PROVISIONS		
1 Provision for Employee Benefits (Gratuity)	437.80	387.11
	437.80	387.11

6.1 The provision for gratuity has been calculated in accordance with the Actuarial Valuation Report.

NOTE - 7 SHORT-TERM BORROWINGS

Secured Loans		
Working Capital Loans from State Bank of India:		
1 Working Capital Loans in INR	4,334.83	3,760.37
2 Foreign Currency Loans (Buyer's Credit from Bank for Import of Raw -Materials)	-	862.20
	4,334.83	4,622.57

7.1 Working Capital Loans from State Bank of India in INR in Cash Credit (Hypo) , Export Packing Credit & Cash Credit(Book Debts) , Balance Outstanding (₹ in Lacs) 1622.42 (previous year (₹ in Lacs) 1070.17).

7.2 Working Capital Loan from State Bank of India in INR in Export Bill Purchase, Balance Outstanding (₹ in Lacs) 2318.35 (previous year (₹ in Lacs) 2212.92).

7.3 Working Capital Loans in INR from State Bank of India in Cash Credit Limits under E-DFS Scheme, Balance Outstanding of (₹ in Lacs) 394.06 (previous year (₹ in Lacs) 477.28) Consignment Stockist (IOCL) Division.

7.4 The above Working Capital Loans are secured by hypothecation of stocks of Raw Materials, Goods in Process, Finished Goods, Spares,Book Debts, Export Documents and mortgage of Fixed Assets.

7.5 The above Working Capital Loans have been guaranteed (Personal) by Chairman Emeritus, Managing Director and Director (Technical) of the Company.

NOTE - 8 TRADE PAYABLES

1 Trade Payable for purchase of Raw Material & Store,Spares	353.21	861.05
2 Trade Payable for Services Received	245.48	194.43
	598.69	1,055.48

8.1 (Including (₹ in Lacs) 249.58 (Previous Year ₹77.37 in Lacs) of Consignment Stockist (IOCL) Division.

8.2 Trade Payable for Materiel/Supplies includes ₹ in Lacs NIL (previous year (₹ in Lacs) NIL) due to Micro, Small and Medium Enterprises.

NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
NOTE - 9 OTHER CURRENT LIABILITIES		
Current Maturities of :		
1 Long Term Debt	675.00	630.00
2 Finance Lease Obligations on vechile	21.00	13.10
3 Finance Lease Obligations to UPSIDC Ltd.	8.52	8.81
4 Deposits	13.00	75.00
Others:		
1 TDS Payable	18.35	13.67
2 Unpaid Dividend	48.70	29.42
3 Unpaid-salary & wages	92.89	82.28
4 Outstanding Liabilities	246.39	113.51
	1,123.85	965.79

NOTE - 10 SHORT-TERM PROVISIONS

Provision for :		
1 Provision for Income Tax (AY 2014-15)	-	479.00
2 Provision for Income Tax (AY 2015-16)	465.00	465.00
3 Provision for Income Tax (AY 2016-17)	785.00	-
4 Proposed dividend on equity/perference shares	47.76	119.51
5 Tax on Dividend	9.73	23.89
6 Provision for Quality Claim	25.31	20.84
7 Wealth Tax	-	0.12
8 Employee Benefits (Leave Wages/Bonus)	166.78	147.15
9 Provision for Bad and Doubtfull Debts	5.88	-
10 Provision for Non-Moving and Obsolete Stock	13.67	-
	1,519.13	1,255.51

10.1 The liability of the Company for Leave Wages are estimated at each year end and liability accordingly is provided in the books of the Company.



NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET as at 31st March, 2016

NOTE - 11 FIXED ASSETS AND DEPRECIATION

Name of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01.04.2015	Adjustments /sales during the year	Additions during the year	Total As at 31.03.2016	Till 31.03.2015	Adjustments during the Year.	For up to 31.03.2016	Total up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
Land (Lease hold)	468.56	-	-	468.56	39.93	-	4.82	44.75	423.81	428.63
Land (Freehold)	254.74	-	147.16	401.90	-	-	-	-	401.90	254.74
Building	1,419.16	-	18.16	1,437.32	345.81	-	42.67	388.48	1,048.84	1,073.35
Plant & Machinery	5,833.27	134.42	409.82	6,108.67	1,489.41	10.17	250.49	1,729.73	4,378.94	4,343.86
Plant & Machinery (Solar)	122.51	-	194.40	316.91	2.34	-	8.50	10.84	306.07	120.17
Electric installations	345.51	-	22.42	367.93	101.17	-	38.05	139.22	228.70	244.34
Furniture & fixtures	66.84	-	8.84	75.68	37.02	-	4.73	41.75	33.93	29.82
Office Equipment	266.35	-	13.54	279.89	202.33	-	47.42	249.75	30.14	64.02
Vehicles	128.77	20.37	53.14	161.54	51.86	14.47	14.68	52.07	109.47	76.91
TOTAL	8,905.71	154.79	867.48	9,618.40	2,269.87	24.64	411.36	2,656.59	6,961.80	6,635.84
Previous year figures	7,811.80	1.68	1,095.59	8,905.71	1,839.92	52.06	377.89	2,269.87	6,635.84	5,971.87

11.1 As per requirement of Schedule II of the Companies Act'2013 ("The Act") effective from 1st April'2014, the Company has revised the useful life of the Assets during the Year. Further an amount of ₹52.06 Lacs shown in adjustment during the Year (in Depreciation) is arrived after adjustment of ₹52.84 Lacs to General Reserve pertaining to Assets for which the useful lives were NIL as at 1st April'2014.

NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
NOTE - 12 NON-CURRENT INVESTMENTS		
A. Investment in Property		
Unquoted		
Share in Property of Mahindra Holidays and Resorts India Ltd.	6.36	6.90
(₹ in Lacs) 6.36 (previous year (₹ In Lacs) 6.90) invested in Membership for full use of all club services and facilities of Mahindra Holidays and Resorts India Limited. (Period 01st May' 2014 to 30th April'2039) (Amortised Membership Fees during the life i.e 25 Years)		
	6.36	6.90

NOTE - 13 LONG TERM LOANS AND ADVANCES

1 Capital Advance / Assets		
(a) Unsecured, Considered Good		
(i) Capital Work in Progress	152.01	67.48
(b) Secured, Considered Good :	-	-
(c) Doubtful	-	-
	152.01	67.48
2 Security Deposit		
(a) Secured, Considered Good :		
(i) Other Deposit		
- Stamp Duty (Agt. Land) /CST Demand paid Under Protest	31.52	31.52
- Interest accrued on Security deposit.	24.75	12.02
- Security Deposits to Govt. & Others	191.47	186.81
	247.74	230.35
(b) Unsecured, Considered Good	-	-
(c) Doubtful	-	-
	247.74	230.35
	399.75	297.83

NOTE - 14 OTHER NON-CURRENT ASSETS

1 Miscellaneous Expenses(to the extent not written off)	7.23	8.67
2 Unclaimed Dividend account with Bank	48.70	29.42
	55.93	38.09



NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
NOTE - 15 INVENTORIES		
1 Raw Material (at Cost)	1,251.42	1,220.00
2 Raw Material (in Transit)(at cost)	139.40	237.60
3 Goods -in-Process (at Cost)	1,114.74	1,330.60
4 Finished Goods (At lower of cost or net realisable value)	132.40	232.47
5 Stores & Spares/ Others (at Cost)	236.91	215.27
6 Jigs and Fixtures (at Cost)	28.52	30.50
	2,903.39	3,266.44

NOTE - 16 TRADE RECEIVABLES

1 Outstanding for more than six months:		
Considered good	0.34	11.31
Considered Doubtful	19.72	-
2 Others:Consdidered good	4,428.99	4,341.56
(Including (₹ in Lacs) 658.28 of Consignment Stockist Division (previous year (₹ in Lacs) 581.99)		
Less: Provision for doutbful debts		-
	4,449.05	4,352.87

Of the above, amounts:

- (a) Secured, considered good(₹ Nil, Previous Year ₹ NIL)
- (b) Unsecured, considered good(₹4449.05 lacs, Previous year ₹4452.87 lacs)

NOTE - 17 CASH AND BANK BALANCES

1 Cash in hand	4.06	3.94
2 Balances with scheduled banks		
(i) in current accounts	28.99	16.27
(ii) in Fixed Deposit (Margin Money for Bank Guarantee/Letter of Credit)	72.75	135.00
	105.80	155.21

NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
NOTE - 18 SHORT-TERM LOANS AND ADVANCES(UNSECURED)		
(Unsecured and Considered Good)		
(a) Advance tax and tax deducted at source.		
1 Income Tax Demand (A/Y 2008-09.)	5.00	5.00
2 Advance Tax (A/Y 2010-11)	1.98	1.98
3 Advance Tax (A/Y 2012-13)	71.32	71.32
4 Advance Tax (A/Y 2013-14)	35.10	35.10
5 Advance Tax (A/Y 2014-15)	-	492.05
6 Advance Tax (A/Y 2015-16)	470.91	424.47
7 Advance Tax (A/Y 2016-17)	685.39	-
(b) Others loans & advances considered good		
1 Staff Advance	12.92	14.43
2 Pre-paid Expenses	41.91	47.35
3 Advances to Suppliers & Others	179.94	34.20
4 Interest Recoverable under TUF Scheme / others	74.39	99.32
5 VAT Recoverable	55.37	47.49
6 Excise Duty/Service tax Recoverable	226.04	264.75
7 Excise Duty/Service tax Recoverable (Under Rebate / Refund - Rule 5)	560.25	190.51
8 Insurance Claim Receivable	6.48	-
	2,426.99	1,727.97



NOTES ANNEXED TO AND FORMING PART OF THE PROFIT & LOSS ACCOUNT for the period ended 31st March, 2016

(₹ in Lacs)

Particulars	2015-2016	2014-2015
NOTE - 19 REVENUE FROM OPERATIONS		
Sale of Products		
(i) Plastic Products(Indigenous)	3,336.53	4,842.74
(ii) Plastic Products (Export)	20,336.59	18,581.50
(iii) Sale of By-Product	549.35	605.07
(iv) Trade Tax/VAT Collected on Sales	156.51	216.78
(v) Export Incentive(Focus Market/Product scheme)	304.95	344.20
(vi) Profit/(Loss) on forward foreign exchange export contracts	(1.07)	(1.13)
(vii) Foreign Exchange fluctuation on Export Sale	285.19	514.29
	24,968.05	25,103.45
Less : Excise Duty	371.53	503.33
	24,596.52	24,600.12

19.1 Excise Duty includes ₹31.40 Lacs (Previous Year ₹34.37 Lacs) on Stock transfer of By -Product.

NOTE - 20 OTHER INCOME

(i) Miscellaneous income	4.20	14.53
(ii) Interest earned on Bank and other deposits	114.71	119.76
(iii) Profit/(loss) on sale of Fixed Assets (Non trade)	(17.31)	(0.19)
(iv) Sale of scrap	59.57	44.78
(v) Sale - Electricity (Solar Power)	29.06	7.28
(vi) Commission received(on Consignment Stock sales IOCL)	67.69	74.85
(vii) Commission received(on Consignment Stock sales JJ Polyplast)	-	11.04
(viii) Job Work Receipt	108.34	49.73
	366.26	321.78

20.1 The Company is Direct Commission Agent (DCA) cum Consignment Stockist (CS) by Indian Oil Corporation Ltd for Polymer Marketing.

20.2 Interest earned on Bank and other deposits includes ₹93.73 Lacs (Previous Year ₹89.39 Lacs) for Interest charged from Trade Receivables of Consignment Stockist Division for delayed payments.

NOTE - 21 CONSUMPTION OF MATERIALS

Opening Stock :		
Raw Materials	1,220.00	1,248.85
Add : Purchases	13,599.17	14,939.17
Less : Closing Stock	1,251.42	1,220.00
Materials Consumed	13,567.75	14,968.02

NOTES ANNEXED TO AND FORMING PART OF THE PROFIT & LOSS ACCOUNT for the period ended 31st March, 2016

(₹ in Lacs)

Particulars	2015-2016	2014-2015
NOTE - 22 (INCREASE) DECREASE IN STOCK		
Opening Stock :		
Goods in Process	1,330.60	1,592.62
Finished Goods	232.47	124.39
Less : Closing Stock		
Goods in Process	1,114.74	1,330.60
Finished Goods	132.40	232.47
(Increase) Decrease in Stock	315.91	153.94

NOTE - 23 EMPLOYEE BENEFITS EXPENSES

(i) Salaries, Wages, Bonus & Others	1,093.37	942.32
(ii) Contribution to Provident and other Funds	132.37	122.68
(iii) Gratuity	82.75	100.44
(iv) Staff welfare expenses	61.53	47.30
(v) Directors' Remuneration	106.24	89.73
(vi) Directors' Commission	103.75	-
	1,580.01	1,302.47

23.1 Refer Note No. 5.1

23.2 The Company makes regular contribution for Employees Provident Fund and Employees State Insurance and these are charged to revenue.

NOTE - 24 FINANCE COSTS

(i) Interest to Bank & others	541.65	598.25
(ii) Interest on Deposits	45.33	52.55
(iii) Bank Charges	110.33	94.90
(iv) Foreign Currency Exchange Gains/(Losses), (Net) on Term Loan & Others	68.30	141.97
	765.61	887.67

24.1 The Company is registered as a 'Technical Textile Unit' by Ministry of Textiles vide registration no 19101004. Consequently, interest reimbursement (₹ in Lacs 65.68) (Previous year (₹ in Lacs) 119.42) is being availed.



NOTES ANNEXED TO AND FORMING PART OF THE PROFIT & LOSS ACCOUNT for the period ended 31st March, 2016

(₹ in Lacs)

Particulars	2015-2016	2014-2015
NOTE - 25 OTHER EXPENSES		
(a) MANUFACTURING EXPENSES		
(i) Stores & Spare parts Consumed	419.57	407.43
(ii) Jigs and Fixtures	7.13	7.63
(iii) Machinery Repairs	49.28	39.79
(iv) Oil & Lubricant	55.90	63.89
(v) Processing charges	1,881.24	1,797.69
(vi) Power & Fuel Consumed	1,462.61	1,276.04
(vii) Carriage Inward	40.31	38.09
(viii) Provision for Non-Moving and Obsolete Stock	13.67	-
	3,929.71	3,630.56
(b) SELLING AND DISTRIBUTION EXPENSES		
(i) Payroll of Sales and Marketing Persons		
:Salaries, wages and bonus	56.10	44.35
:Contribution to provident and other funds	4.39	3.77
: Travelling and entertainment	16.44	6.07
(ii) Advertisement	5.68	5.26
(iii) Commission on Sales (Export)	67.23	46.96
(iv) Sales Promotion	22.84	15.40
(v) Carriage Outward(Incl.Sea Freight)	840.81	928.39
(vi) Loading & Unloading	39.23	31.32
(vii) Rejection & Shortage on Sales	5.92	2.99
(viii) Quality Claim Expenses	25.68	16.50
(ix) Discount on Sales	4.77	2.10
(x) Trade Tax	156.51	216.78
(xi) Detention / Demmorage Charges	0.18	0.36
(xii) Bad Debts/Advances written off	-	7.79
(xiii) Provision for Bad and Doubtfull Debts	5.88	-
	1,251.66	1,328.04

NOTES ANNEXED TO AND FORMING PART OF THE PROFIT & LOSS ACCOUNT for the period ended 31st March, 2016

(₹ in Lacs)

Particulars	2015-2016	2014-2015
NOTE - 25 OTHER EXPENSES (contd.)		
(c) ESTABLISHMENT EXPENSES		
(i) Travelling and conveyance	12.61	11.08
(ii) Directors' Travelling(Incl.Foreign Travel)	44.09	33.43
(iii) Printing and Stationery/ Books and Periodicals	21.10	16.56
(iv) Vehicle Maintenance	21.69	19.40
(v) Rent	52.74	35.66
(vi) Rates and taxes	54.70	36.52
(vii) Communication Expenses	38.35	31.03
(viii) Auditors' Remuneration		
:Audit Fees	1.10	1.10
:Tax & Vat Audit Fees	0.60	0.60
:Management Services	1.60	1.62
(ix) Subscription and Memberships	8.98	4.02
(x) Insurance Expenses	42.19	78.27
(xi) Meeting ,Recruitment & Training Expenses	13.39	8.48
(xii) Miscellaneous/Other expenses	6.82	2.45
(xiii) Service Tax Expenses	13.16	6.48
(xiv) Donation	0.92	0.64
(xv) Legal and professional expenses	128.71	87.87
(xvi) Repairs and maintenance		
:Buildings	58.84	24.62
:Office & Computer equipments	17.14	12.92
(xvii) Honorarium to Chairman Emeritus	24.00	24.00
(xviii) Directors' Sitting Fees	4.01	2.62
(xix) Wealth tax	-	0.12
(xx) Expenses Realting to Earlier Year	(3.54)	(1.13)
(xxi) Right issue Expenses written off	1.45	1.45
(xxii) Loss on Sale of Investment in Gold	-	5.90
	564.65	445.71
	5,746.02	5,404.31

25.1 Quality Claim Expenses is provided as 1% of Profit before tax.



NOTE - 26 NOTES TO ACCOUNTS

1. Contingent Liabilities in respect of (AS-29):

Statutory Dues:

- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty Excise Duty, Cess, and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2016 for a period of more than six months from the date of becoming payable.
- b) The disputed statutory dues aggregating that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Name of the Statute	Nature of the Dues	Period to which the amount relates	Amount (₹ in Lacs)	Forum where dispute is pending
Central Excise Act, 1944	Classification of product	Financial year 1986 to 1990	116.00	Allahabad High Court
	Rebate claims	2012-13 and 2013-14	28.9	Joint Secretary, New Delhi
	Service tax on Common input service against exempted goods	Financial year 2009-10 to 2012-13	41.78	Commissioner Appeal, Kanpur
	Refund Claims	Financial year 2012-13	54.94	Commissioner Appeal, Kanpur
Uttar Pradesh Trade Tax, 1948	Penalty under UPTT	Financial year 2006-07 and 2007-08	2.73	Appellate Tribunal Commercial Tax, Kanpur
Central sales Tax Act, 1956	CST Form C	Financial year 2010-11	2.45	Additional Commissioner Grade 2 (Appeals) Commercial Tax, Kanpur
	Additional Tax	Financial year 2009-10	3.52	Appellate Tribunal Commercial Tax, Kanpur
Income Tax Act, 1961	Income Tax	Assessment year 1996-97	Income disputed 153.33; Tax demand Nil, as there were brought forward losses	High Court, Allahabad
	Income Tax	Assessment year 2005-06	Disallowed expenditure 47.27; Disputed Tax 21.36	High Court, Allahabad
	Income Tax	Assessment year 2010-11	1.98 Disputed Tax Deposit	CIT(A)
	Income Tax	Assessment year 2012-13	17.08 Disputed Tax Demand	CIT(A)
	Tax Deducted at source	A.Y. 2009-10 (1-10-09 to 31-03-2010), 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 and 2015-16 (upto December)	115.79 Tax	CIT(A)
	Penalty U/S 271(AAA)	Assessment year 2012-13	200.00; addition of Income from Other Sources	ACIT Central Circle, Kanpur
	Income Tax	Assessment year 2013-14	Expenditure disallowed 8.31; Tax demand Nil.	CIT (Appeals)

NOTE - 26 NOTES TO ACCOUNTS (contd.)
1. Contingent Liabilities in respect of (AS-29): (contd.)
c) Others :

	2015-2016	Increase / (Decrease) during the Year	(₹ in Lacs) 2014-2015
a) Counter Guarantees given to Bank for issue of performance guarantees by Bank.	803.74	(5.64)	809.38
b) Foreign bills discounted by the bank under Letter of Credit	26.75	26.75	-
c) Legal Undertakings submitted to Customs & DGFT under duty exemption Scheme for import of raw materials against which all exports have been completed and Advance Licenses are under redemption.	11622.35	931.61	10690.74
d) Labour cases pending with Labour Courts / High Court	7.50	1.25	6.25

2. The previous year's figures have been regrouped / recasted, wherever necessary to make them comparable with those of the current year. Figures in bracket indicate previous year's figures.

3. The Assets and liabilities as mentioned in the Balance Sheet includes the following amount as related to Consignment Stockiest Division of the Company:

Particulars	2015-2016	(₹ in Lacs) 2014-2015
i. Trade Receivables	663.34	579.99
ii. Cash & Bank Balances	26.1	13.03
iii. Short Term Loans & Advances	237.19	177.60
iv. Reserves & Surplus	267.44	198.82
v. Trade Payable	249.58	77.37
vi. Other Current Liabilities	15.55	17.16
Vii. Short Term Borrowings	394.06	477.27

4. The Assets and liabilities as mentioned in the Balance Sheet includes the following amount as related to the Solar Power Division of the Company:

Particulars	2015-2016	(₹ in Lacs) 2014-2015
i. Fixed Assets	306.34	120.45
ii. Trade Receivables	-	-
iii. Cash & Bank Balances	-	-
iv. Short Term Loans & Advances	0.09	0.05
v. Reserves & Surplus	232.61	57.94
vi. Trade Payable	18.82	2.50
vii. Other Current Liabilities	-	0.06
Viii. Long Term Borrowings	55.00	60.00



NOTE - 26 NOTES TO ACCOUNTS (contd.)

5. Expenditure in Foreign Currency on :

Particulars	(₹ in Lacs)	
	2015-2016	2014-2015
a) Raw Material	1091.27	4501.10
b) Stores & Spares	69.41	54.90
c) Travel	13.94	10.38
d) Plant & Machinery & Others	162.85	138.40
e) Sales promotion & Commission on Export Sale	69.19	46.96

6. Earnings in Foreign Currency on FOB basis :

Particulars	(₹ in Lacs)	
	2015-2016	2014-2015
Export of Goods	19788.83	18693.91

7. Related Party Disclosures (AS-18)

The company's related party transactions during the year and outstanding balances as on 31.03.2016 are as under:

Details of Associate Companies

1. KSM Exports Ltd. - Associate Company
2. MSA Investment & Trading Co. Pvt. Ltd. - Associate Company
3. KPL Packaging Pvt. Ltd. - Associate Company

Details of Key Management Personnel & their relatives

1. Mahesh Swarup Agarwal - Chairman Emeritus
2. Manoj Agarwal - Managing Director
3. Sunil Mehta - Director (Operation)
4. Shashank Agarwal - Director (Technical)
5. Usha Agarwal - Director
6. Manjari Agarwal - Relative of Director

Details of Transactions

(₹ in Lacs)

Nature	Associate Companies		Key Management Personnel & their relatives	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Remuneration / Others	-	-	232.87	116.18
Interest on Deposits	9.38	9.37	35.64	40.06
Outstanding Deposits	75.00	75.00	232.00	252.00
Rent paid	15.73	9.00	3.60	3.60
Rent received	0.60	0.60	-	-
Sales-Plastic Products	46.52	28.56	-	-

NOTE - 26 NOTES TO ACCOUNTS (contd.)
8. Segment Information (AS-17) :
A. Information about Primary Segments :

(₹ in Lacs)

Nature	Manufacturing Operations		Consignment Stockiest		Solar Power Division		Total Operations	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
1. Segment Revenue	24771.96	24735.36	161.76	179.26	29.06	7.28	24962.78	24921.90
Less : Inter Segment Revenue	-	-	-	-	-	-	-	-
Net Sales/Income from Operations	24771.96	24735.36	161.76	179.26	29.06	7.28	24962.78	24921.90
2. Segment Results (Profit Before Tax and Interest)	3210.03	2422.00	113.67	123.49	18.03	3.47	3341.73	2548.96
Less : Unallocated Interest Finance Charges	713.70	846.00	45.03	38.00	6.88	3.59	765.61	887.67
Add : Other Unallowable income	-	-	-	-	-	-	-	-
Net of unallowable expenditure	-	-	-	-	-	-	-	-
Total Profit before tax	2496.33	1575.92	68.64	85.49	11.15	(0.12)	2576.12	1661.29
3. Capital Employed(Segment Assets - Segment Liabilities)							7057.53	5618.08
4. Segment Assets(separate for solar division)							306.34	120.45
5. Depreciation(solar division)							8.50	2.38

B. Information about Secondary Segments :

(₹ in Lacs)

	31-03-2016	31-03-2015
Revenue from Geographical Markets		
India	4342.07	5827.24
Overseas	20620.71	19094.66
Total	24962.78	24921.90

Note: The Company has common fixed assets for producing goods for Domestic market and Export market. Hence separate figures for capital employed are not possible to be furnished.

9. Earning per Share (AS-20):

a. Net Profit after Tax (As per Profit/ Loss Account after adjustment for preference dividend and Tax thereon) Number of fully paid up equity share of ₹10/- each	1616.68 lacs (Net profit after tax of ₹1645.58 lacs after adjustment of preference dividend of ₹24 lacs and tax thereon of ₹4.90 lacs), during the year 7959000 equity shares of ₹10/- each is outstanding (P.Y 7959000 equity shares of ₹10/- each was outstanding)
b. Weighted average number of equity Shares outstanding during the year	79.59 lacs equity shares
c. Earning Per Share -basic (a / b)	₹20.31



NOTE - 26 NOTES TO ACCOUNTS (contd.)

10. Additional information, as required under Part IV of Schedule VI to the Companies Act, 1956

I. Balance Sheet Abstract and Company's General Business Profile

Registration Details

Registration No. / CIN	L25209UP1971PLC003444
State Code	20
Balance Sheet Date	31st March, 2016

II. Capital raised during the year

Public Issue	NIL
Right Issue	NIL
Bonus Issue	NIL
Private Placement	NIL

III. Position of Mobilisation and Deployment of Funds

		(₹ in Lacs)	
Total Liabilities	17309.07	Total Assets	17309.07
Sources of Funds		Application of Funds	
Paid up Capital	995.92	Net Fixed Assets	6961.80
Reserves & Surplus	6061.61	Current Assets	9885.23
Deferred Tax Liability	740.91	Investment	6.36
Long Term Borrowings	1496.33	Long Term Loans & Advances	399.75
Long Term Provisions	437.80	Other Non-Current Assets	55.93
Current Liabilities	7576.50		

IV. Performance of the Company:

	(₹ in Lacs)	
	31-03-2016	31-03-2015
Turnover (including other Income)	24962.78	24921.90
Total Expenditure	22386.66	23260.61
Profit before Tax	2576.12	1661.29
Profit after Tax	1645.58	1144.90
Earning Per Share (₹)	20.31	14.02
Dividend Rate	18%	12%

NOTE - 26 NOTES TO ACCOUNTS (contd.)

10. Additional information, as required under Part IV of Schedule VI to the Companies Act, 1956 (contd.)

V. Generic Names of principal products of the Company (As per monetary terms):

Item Code No. (I.T.C. Code)	(39269099)
Product Description	Woven Fabric of Ethylene(Laminated/Coated)
Item Code No. (I.T.C. Code)	(39232100)
Product Description	Sacks & Bags of Ethylene (Laminated/Coated and/or printed)
Item Code No. (I.T.C. Code)	(39232990)
Product Description	Sacks & Bags of polypropylene (Laminated/Coated and /or Printed)
Item Code No. (I.T.C. Code)	(63053200)
Product Description	Flexible Intermediate Bulk Containers (FIBCs)
Item Code No. (I.T.C. Code)	(54024800)
Product Description	Polypropylene Multifilament Yarn

As per our report of even date attached

FOR PANDEY & COMPANY

Chartered Accountants

AMIT PANDEY

Partner

Membership No 402377

Firm Regn No 000357C

Kanpur

Dated: 23rd May, 2016

For and on behalf of the Board of Directors

ARVIND GUNJAN

Chief Financial Officer

AVINASH KUMAR SINGH

Company Secretary

MANOJ AGARWAL

Managing Director

SHASHANK AGARWAL

Director (Technical)



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



CIN: L25209UP1971PLC003444

Regd. Office : D-19-20, Panki Industrial Area, Kanpur-208 022

Tel: +91(0512) 2691113-6; Fax: +91(0512) 2691117; Email: secretary@kanplas.com; Web: www.kanplas.com

FORM OF PROXY

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail id	
Folio no. / Client id	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail id:

Signature:; or failing him,

2. Name:

Address:

E-mail id:

Signature:; or failing him,

3. Name:

Address:

E-mail id:

Signature:

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company to be held on Thursday, the 15th day of September, 2016 at 12:00 Noon at D-19-20, Panki Industrial Area, Kanpur-208022 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution Number	Resolution	For	Against
1.	Adoption of Audited Profit and Loss Account for the year ended 31st March, 2016 and Balance Sheet as at that date together with Reports of Auditors' and Directors' thereon		
2.	Declaration of Dividend		
3.	Re-appointment of Smt. Usha Agarwal, who retires by rotation		
4.	Ratification of the appointment of the Auditors		
5.	Increase in Authorised Share Capital		
6.	Adoption of New Set of Articles of Association		
7.	Authority to Issue Bonus Shares		
8.	Re-designation of Shri Shashank Agarwal as Deputy Managing Director		
9.	Re-designation of Shri Sunil Mehta as Executive Director with revised terms of remuneration		
10.	Creation of Charge/Mortgage on the Assets of the Company		

Signed this day of....., 2016

Signature of the shareholder

Signature of the Proxy holder(s).....

Please affix ₹1/- Revenue Stamp
--

Note : The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



CIN: L25209UP1971PLC003444

Regd. Office : D-19-20, Panki Industrial Area, Kanpur-208 022

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ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

(Joint Shareholders may obtain additional Attendance Slip on request)

I hereby record my presence at the 45th Annual General Meeting of the Company at 12:00 Noon. held on Thursday, the 15th day of September, 2016

NAME OF THE SHAREHOLDER : (IN BLOCK LETTERS)	NO. OF SHARES HELD
SIGNATURE OF THE SHAREHOLDER :	FOLIO NO.
NAME OF THE PROXY : (IN BLOCK LETTERS)	DP ID
SIGNATURE OF THE PROXY	CLIENT ID



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FEEDBACK FORM

Registration / Updation of E-mail id:-

Name of the Shareholder	Folio Number	Updated E mail ID



Signature of the Shareholder

VISION

WE BELIEVE IN INCREASING THE VALUE OF OUR COMPANY AND OUR GLOBAL PORTFOLIO BY EXCEEDING CUSTOMERS' EXPECTATIONS AND ACHIEVING MARKET LEADERSHIP.

MISSION

We are committed to produce and supply products as per customer requirements. We will ensure continual improvement of the quality management systems. We believe in increasing the value of our company and our global portfolio by exceeding customers' expectations and achieving market leadership.

OBJECTIVES

-  To involve all for continual improvement of quality management systems
-  To ensure that the products are produced as per customers' requirements
-  To ensure delivery of the products to the satisfaction of the customers
-  To deliver on time in full without any rejections

Caution regarding forward-looking statements

This document contains statements about expected future events and financial and operating results of Kanpur Plastipak Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Kanpur Plastipak Limited Annual Report, 2015-16.



Providing Solutions for Industrial Bulk Packaging

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