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

Scrip Code : 507779

Sub.: Submission of Minutes of Annual General Meeting,

Dear Sir,

Please find attached herewith Minutes of the 49th Annual General Meeting of the Company.

Kindly take this on record and oblige.

Thanking you,

Yours faithfully,

For Kanpur Plastipack Limited

(Ankur Srivastava)  
Company Secretary

Pursuant to the Ministry of Corporate Affairs (MCA) General Circular numbers 20/2020, 17/2020, 14/2020 and Circular number SB/IO/CFD/CM/1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as the ‘Circulars’), companies are permitted to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the above Circulars, 49th AGM of the Company was conducted through Video Conferencing.

DIRECTORS PRESENT:

1. Shri M. S. Agarwal : Chairman Emeritus
2. Shri Manoj Agarwal : Managing Director
3. Shri Shashank Agarwal : Deputy Managing Director
4. Smt. Usha Agarwal : Director
5. Shri Prem S. Khamesra : Director
6. Shri Subodh Kumar : Director
7. Shri Akshay Kumar Gupta : Director
8. Shri R. G. Bagla : Director
9. Shri Dharam Bir Prasad : Director

IN ATTENDANCE:

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

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

Members Attended: As per the report provided by the National Securities Depository Limited (NSDL) 47 Members attended the meeting through Video Conferencing.

Shri Ankur Srivastava, Company Secretary of the Company informed the shareholders that in view of Spread of Covid-19 pandemic and in compliance to the circulars issued by MCA and SEBI, the 49th AGM of your Company is being conducted through Video Conferencing.

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

The Company has provided facility of e-voting in this meeting and the Shareholders who have not already casted their vote through remote e-voting may cast their vote after the proceedings of the meeting.

Thereafter, Shri Mahesh Swarup Agarwal Chaired the meeting and after ascertaining that the requisite Quorum for the Meeting was present, the Chairman called the Meeting to order.

[Signature with Initials]
The Chairman welcomed the members and informed that the Company is approaching towards its Golden Jubilee year and then delivered his speech.

The Chairman then invited Shri Manoj Agarwal, Managing Director of the Company for the further proceedings of the Meeting.

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

With the permission of the members, notice convening the Annual General Meeting, Directors’ Report and the Financial Statements for the year ended 31st March, 2020 were taken as read. Further, in view of no adverse remark in the Auditors Report, it was requested that it may also be taken as read. Further, it was informed to the shareholders that they may raise the questions on the Financial Statements and the same will be replied through email.

2 Shareholders Mr. Vaibhav Jain and Mr. Atul Kanodia have registered their questions and they were invited during the meeting to raise their questions. Managing Director then answered the questions of the shareholders to their satisfaction.

Shareholders were informed that e-voting facility is provided in the meeting and voting will remain open for 30 minutes after the time of closure of this meeting.

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

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

**ORDINARY BUSINESS**

**ITEM NO. 1: Ordinary Resolution**

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

"RESOLVED THAT Financial Statements for the year ended 31st March 2020 together with the Reports of Directors and Auditors thereon, be and are hereby received, considered and adopted."

**ITEM NO. 2: Ordinary Resolution**

TO CONSIDER DECLARATION OF DIVIDEND:

"RESOLVED THAT the dividend at the rate of ₹0.60/- per share on the paid up Equity Share Capital of the company absorbing ₹85,87,538.40 (i.e. ₹0.60/- on 1,43,12,564 fully paid up equity shares) be and is hereby approved and declared as final dividend for the financial year 2019-20."
ITEM NO. 3: Ordinary Resolution

TO APPOINT A DIRECTOR IN PLACE OF SMT USHA AGARWAL (DIN: 00997099), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Smt Usha Agarwal (DIN00997099), Director retiring by rotation be and is hereby re-appointed as Director of the Company and is liable to retire by rotation."

SPECIAL BUSINESS

ITEM NO. 4: Special Resolution

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF SHRI MANOJ AGARWAL AS MANAGING DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of shareholders at ensuing Annual General Meeting, Shri Manoj Agarwal be and is hereby reappointed as Managing Director for a period of 3 years w.e.f. 1st September, 2020 to 31st August, 2023 on the following terms and conditions as recommended by the Nomination and Remuneration Committee:

I. Remuneration : ₹ 5,20,000/- -- ₹ 40,000/- -- ₹ 60,000/- per month.

II. Commission : 3% of Net Profits of the Company payable annually.

III. 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:

1) The Company shall provide him unfurnished accommodation and in lieu of the same company shall deduct seven and half percent of Basic salary from the monthly salary payable to him. The Company shall also provide such furniture and furnishing as may be required by the Managing Director. Further, the expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962.

2) 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.

3) Leave Travel Concession for self and family once in a year to any place in India or abroad subject to ceiling of one month’s salary.
iv) Fees of club subject to maximum of two clubs. No admission and life membership fee will be paid.

v) Personal Accident Insurance of an amount, the annual premium of which shall not exceed ₹ 30,000/-. 

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

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

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

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

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

“RESOLVED FURTHER THAT in the event of overall managerial remuneration exceeding 11% of the Net Profit in any financial year, the commission payable to all Whole Time Directors shall be reduced proportionately in order to remain within the limits as prescribed under Companies Act, 2013.”

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

“RESOLVED FURTHER THAT Shri Shashank Agarwal, Deputy Managing Director (DIN: 02790029) and Shri Ankur Srivastava, Company Secretary of the Company (PAN: BRLPS0830B) be and are hereby jointly and / or severally authorised to sign, seal, execute and deliver all necessary intimation and file necessary forms to the Registrar of Companies and to do all such acts, deeds and things as may deemed necessary, expedient and desirable to give effect to the above resolution.”

ITEM NO. 5: Ordinary Resolution

RATIFICATION OF THE REMUNERATION OF COST AUDITOR

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 85,000/- payable to M/s Rakesh Misra & Company, Cost Auditors appointed by the Board of Directors of the Company as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2021 be and is hereby ratified.”

[Signature]
MAHESH
SWARUP
AGARWAL
Chairman's Initial
to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2021 be and is hereby ratified."

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

**Vote of Thanks:**

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 12:30 P.M.

**MAHESH**

**SWARUP**

**AGARWAL**

(CHAIRMAN)

**PLACE: KANPUR**

**DATE: 08/09/2020**

The Scrutinizer M/s Adesh Tandon & Associates have submitted their combined report on remote electronic voting and electronic voting facility provided during the AGM on 03/09/2020 at 6:15 PM containing the result of the electronic voting and voting through poll conducted at the Annual General Meeting.

On the basis of the report of the Scrutinizer, the Chairman of the Company Shri Mahesh Swarup Agarwal had announced the voting result on 04/09/2020 as under:

<table>
<thead>
<tr>
<th>Resolution No</th>
<th>Brief of Resolution</th>
<th>Mode of Voting (Show of hands/ Poll / Postal Ballot / E-Voting and Details of voting)</th>
<th>Result of Voting</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Adoption of Financial Statements along with Auditors Report and Directors Report</td>
<td>E-Voting and Poll Details of Votes In favour: 9629000 Percentage: 99.9611% Against: 3743 Percentage: 0.0389%</td>
<td>Passed with requisite majority</td>
</tr>
<tr>
<td>2.</td>
<td>To consider declaration of Dividend.</td>
<td>E-Voting and Poll Details of Votes In favour: 9632740 Percentage: 99.9974% Against: 8 Percentage: 0.0026</td>
<td>Passed with requisite majority</td>
</tr>
<tr>
<td>3.</td>
<td>Re-appointment of Director who retires by rotation.</td>
<td>E-Voting and Poll Details of Votes In favour: 9629900 Percentage: 99.9611% Against: 3743 Percentage: 0.0389%</td>
<td>Passed with requisite majority</td>
</tr>
<tr>
<td>4.</td>
<td>To reappoint Shri Manoj Agarwal as Managing Director</td>
<td>E-Voting and Poll Details of Votes In favour: 9628900 Percentage: 99.9601% Against: 3843 Percentage: 0.0399%</td>
<td>Passed with requisite majority</td>
</tr>
<tr>
<td>5.</td>
<td>Ratification of the remuneration of Cost Auditor</td>
<td>E-Voting and Poll Details of Votes In favour: 9628993 Percentage: 99.9611% Against: 3750 Percentage: 0.0389%</td>
<td>Passed with requisite majority</td>
</tr>
</tbody>
</table>

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

MAHESH SWARUP AGARWAL

PLACE: KANPUR
DATE: 08/09/2020

(CHAIRMAN)