

12th September, 2025

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Scrip Code: **507779**

National Stock Exchange of India Limited

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

Trading Symbol: **KANPRPLA**

Sub: Submission of Minutes of 54th Annual General Meeting

Dear Sir/Ma'am,

Please find attached herewith Minutes of the 54th 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

Encl: A/a

Manufacturers & Exporters:

Flexible Intermediate Bulk Container (FIBC) | PP Multifilament Yarn | UV Master Batches | Fabrics | CPP Films
CIN: L25209UP1971PLC003444



MINUTES OF THE MEETING OF
SHARE HOLDERS

{ 1 }

MINUTES OF THE 54th ANNUAL GENERAL MEETING OF THE MEMBERS OF KANPUR PLASTIPACK LIMITED HELD ON MONDAY THE 8TH DAY OF SEPTEMBER, 2025 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY AT D-19-20, PANKI INDUSTRIAL AREA, KANPUR-208 022

DIRECTORS PRESENT:

- | | | |
|----------------------------|---|--------------------------------|
| 1. Shri Manoj Agarwal | : | Chairman Cum Managing Director |
| 2. Shri Shashank Agarwal | : | Deputy Managing Director |
| 3. Shri Sunil Mehta | : | Executive Director |
| 4. Smt. Usha Agarwal | : | Director |
| 5. Shri Akshay Kumar Gupta | : | Director |
| 6. Shri Dharam Bir Prasad | : | Director |

IN ATTENDANCE:

- | | | |
|--------------------------|---|-------------------|
| 1. Shri Shobhit Agarwal | : | 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: 35 MEMBERS WERE PERSONALLY PRESENT IN THE MEETING NO MEMBER ATTENDED THROUGH PROXY.

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


Company Secretary welcomed the shareholders to the 54th Annual General meeting of Kanpur Plastipack Limited.

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

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

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

With the permission of the members, notice convening the Annual General Meeting along with the Corrigendum to the Notice dated 4th September, 2025, Directors' Report and the Financial Statements for the year ended 31st March, 2025 were taken as read. Further, in view of no adverse remark in the Auditors Report, it was requested that it may also be taken as read. Further, it was informed to the shareholders that they may raise the questions and the same will be answered.

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Shri Manoj Agarwal first introduced all the members of the Board to the Shareholders and informed to the shareholders that the Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Statutory Auditors and Secretarial Auditors are present in the Meeting. He then delivered his speech.

The shareholders were informed that in continuation with the Notice of the Annual General Meeting sent along with the Explanatory Statement to the shareholders by email on 14th August, 2025, the Company has issued a corrigendum dated 04th September, 2025 to notify the amendments / provide clarifications and additional details with respect to certain additional disclosures made under the explanatory statement to Item No. 7 of the notice of the AGM. The details of the corrigendum were informed to the shareholders.

Thereafter, the Chairman put following resolutions as mentioned in the notice of the Annual General Meeting to vote:

ORDINARY BUSINESSES

ITEM NO. 1 : ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2025 TOGETHER WITH THE REPORTS OF AUDITORS AND DIRECTORS THEREON:

"RESOLVED THAT Financial Statements for the year ended 31st March 2025 together with the Reports of Directors and Auditors thereon, be and are hereby received, considered and adopted."

ITEM NO. 2: ORDINARY RESOLUTION

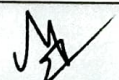
TO CONSIDER DECLARATION OF DIVIDEND:

"RESOLVED THAT the final dividend for the year 2024-25 at the rate of ₹ 0.90/- per share on the paid-up Equity Share Capital of the Company absorbing ₹ 2,09,04,082.20 (i.e. ₹ 0.90/- on 2,32,26,758 fully paid up equity shares) be and is hereby approved and declared."

ITEM NO. 3: ORDINARY RESOLUTION

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

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



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SPECIAL BUSINESSES

ITEM NO. 4 – SPECIAL RESOLUTION

CHANGE IN TERMS OF APPOINTMENT OF SHRI SHASHANK AGARWAL, DEPUTY 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), as recommended by the Nomination and Remuneration Committee, the terms of payment of Shri Shashank Agarwal (DIN:02790029), Deputy Managing Director be and is hereby changed for remaining period of his tenure effecting from September 01, 2025 to August 31, 2027, as under:

I. Remuneration : ₹ 5,50,000/- – ₹ 50,000/- -- ₹ 6,00,000/- per month.

other terms of appointment of Shri Shashank Agarwal, as approved by the Shareholders in their meeting held on September 20, 2024 will remain the same for the remaining period of his tenure.”

“RESOLVED FURTHER THAT in the event of overall managerial remuneration exceeding 11% 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.”

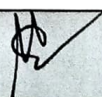
“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the remuneration payable to Shri Shashank Agarwal by way of salary, allowances, perquisites and commission shall not exceed the maximum limits as prescribed under proviso to Table A of Section II (Part II) of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

“RESOLVED FURTHER THAT Shri Manoj Agarwal (DIN: 00474146), Chairman Cum Managing Director and Shri Ankur Srivastava (Membership no. F8537), 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.”

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), on the recommendation of the Audit Committee and approval of the Board of Directors, 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 2025-26 be and is hereby ratified.”


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ITEM NO. 6: ORDINARY RESOLUTION

APPOINTMENT OF SECRETARIAL AUDITORS

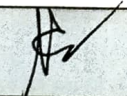
"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee and Board of Directors, M/s. Adesh Tandon & Associates, Practicing Company Secretaries, (CP. No. 1121, Peer Review Certificate no.: 6778/2025) be and are hereby appointed as the Secretarial Auditors of the Company for conducting Secretarial Audit and issue the Secretarial Compliance Report for a term of five consecutive years commencing from Financial Year April 01, 2025 to March 31, 2030, on such remuneration, as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors."

"RESOLVED FURTHER THAT Shri Manoj Agarwal (DIN: 00474146), Chairman Cum Managing Director and Shri Ankur Srivastava (Membership no. F8537), 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."

ITEM NO. 7: SPECIAL RESOLUTION

ACQUISITION OF FOREIGN COMPANY PARTLY BY WAY OF SWAP OF EQUITY SHARES THROUGH PREFERENTIAL ALLOTMENT AND PARTLY FOR CASH CONSIDERATION

"RESOLVED THAT in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013 as amended (the "Act"), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act"), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("SEBITakeover Regulations"), Foreign Exchange Management Act, 1999, as amended, ("FEMA"), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India ("SEBI"), and/or BSE Limited ("BSE") and/or National Stock Exchange of India Limited ("NSE") (together referred as "Stock Exchanges"), where the equity shares of the company are listed, and applicable and enabling provisions of the Memorandum and Article of Association


Chairman's Initial

MINUTES OF THE MEETING OF
SHARE HOLDERS

{ 5 }

of the company and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the SEBI, the Reserve Bank of India ("RBI") or any other statutory or regulatory authority (hereinafter collectively referred to as "**applicable laws**"), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to acquire 16,000 (Sixteen Thousand Only) fully paid-up equity shares of Valex Ventures Limited ("**Valex**") having a face value of £1/- (GBP One Only) each ("**Purchase Shares**"), representing 76.19% of the total paid-up share capital of Valex, held by Mr. Manoj Agarwal, Promoter and Director of our Company, at a price of £42.73 per shares (₹5,010.81 (Rupees Five Thousand Ten and Paise Eighty-One Only) per share at conversion rate of ₹117.2668 as on August 7, 2025), aggregating to ₹8,01,72,960/- (Rupees Eight Crore One Lakh Seventy Two Thousand Nine Hundred Sixty Only), and to discharge the purchase consideration partly by authorizing, creating, issuing, offering and allotting, on a preferential basis, up to 3,33,700 (Three Lakhs Thirty-Three Thousand Seven Hundred Only) fully paid-up equity shares of the Company having a face value of ₹10/- (Rupees Ten only) each ("**Equity Shares**") at an issue price of ₹202.61 (Rupees Two Hundred Two and Paise Sixty-One Only) per Equity Share, including a premium of ₹192.61 (Rupees One Hundred Ninety-Two and Paise Sixty-One Only) per Equity Share, aggregating to ₹6,76,10,957/- (Rupees Six Crore Seventy-Six Lakhs Ten Thousand Nine Hundred Fifty-Seven Only) ("**Subscription Shares**"), to the said Mr. Manoj Agarwal, with the balance consideration amounting to ₹1,25,62,003/- (Rupees One Crore Twenty-Five Lakhs Sixty-Two Thousand Three Only) to be paid in cash, on such terms and conditions as may be determined by the Board in its absolute discretion and in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws."

"RESOLVED FURTHER THAT the minimum price of the Equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of ICDR Regulations and on such terms and conditions as may be prescribed by the Board."




Chairman's Initial

“RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of the issue price of the Equity Shares is taken to be Friday, August 8, 2025 (**“Relevant Date”**) being the date which is 30 days prior to the date of meeting of shareholders i.e. Monday, September 8, 2025 (considering where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.)”

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares to be allotted under the Preferential issue shall be subject to the following terms and conditions, apart from others as prescribed under applicable laws:

- i) The allotment of Subscription Shares by the Company to the Proposed Allottee is in consideration for the purchase of Purchase Shares of Valex held by the Proposed Allottee in the ratio 2473:100 i.e., approximately 2473 Equity Shares of the Kanpur Plastipack Limited for every 100 equity share held of Valex, consequently 3,33,700 (Three Lakhs Thirty Three Thousand Seven Hundred Only) Equity Shares of Kanpur Plastipack Limited will be issued at ₹202.61 (Rupees Two Hundred Two and Paise Sixty One Only) per Equity Share, aggregating to ₹6,76,10,957 (Rupees Six Crore Seventy Six Lakhs Ten Thousand Nine Hundred Fifty Seven Only) for purchase of 16,000 shares of Valex Ventures Limited, valued at ₹5010.81 (Rupees Five Thousand Ten and Paise Eighty-One Only) per equity share aggregating to ₹8,01,72,960/- (Rupees Eight Crore One Lakh Seventy Two Thousand Nine Hundred Sixty Only). The balance consideration of ₹ 1,25,62,003/- (Rupees One Crore Twenty-Five Lakhs Sixty-Two Thousand Three Only) shall be paid in cash.
- ii) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- iii) The Equity Shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari-passu* with the existing Equity Shares of the Company, in all respects (including with respect to dividend and voting powers), from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- iv) The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- v) The price determined and the number of Equity Shares to be allotted shall be subject to further appropriate adjustments, if any, in accordance with the rules, regulations and laws, as applicable from time to time.


Chairman's Initial

MINUTES OF THE MEETING OF
SHARE HOLDERS

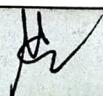
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- vi) The Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing the resolution provided where the allotment of equity shares is pending on Account of pendency of any approval or permission for such allotment by any regulatory authority the allotment shall be completed within 15 (Fifteen) days from the date of such Approval or permission. Allotment shall only be made in dematerialized form.
- vii) The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold/transferred, hypothecated or encumbered in any manner during the period of lock-In period provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- viii) The Equity Shares will be listed and traded on the Stock Exchange(s), where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- ix) The Subscription Shares so offered, issued and allotted to the Proposed Allottee, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottee and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution."

"RESOLVED FURTHER THAT if Proposed Allottee fails to transfer shares to the Company or is found not eligible for the Preferential Allotment or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any shares to Proposed Allottee."

"RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottees in Form PAS-5 and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee(s) inviting them to subscribe to the Subscription Shares in accordance with the provisions of the Act after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approvals from the Stock Exchange(s) i.e., BSE and NSE, and within the timelines prescribed under the applicable laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Subscription Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members."


Chairman's Initial

MINUTES OF THE MEETING OF
SHARE HOLDERS

{ 8 }


"RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required, for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required."

"RESOLVED FURTHER THAT Mr. Shashank Agarwal, Deputy Managing Director of the Company and/or Mr. Ankur Srivastava, Company Secretary & Compliance Officer of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the equity shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; making applications to the Stock Exchange for obtaining in-principle approval; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the equity shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

Thereafter, ballot papers were distributed for voting which were collected by the team of Scrutinizer after the voting.


Chairman's Initial

MINUTES OF THE MEETING OF
SHARE HOLDERS

{ 9 }

Vote of Thanks:

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 12:55 P.M.

PLACE: KANPUR

DATE: 10-09-2025

[Signature]
(CHAIRMAN)

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ADDENDUM TO THE MINUTES OF THE 54th ANNUAL GENERAL MEETING OF THE MEMBERS OF KANPUR PLASTIPACK LIMITED HELD ON MONDAY THE 8TH DAY OF SEPTEMBER, 2025 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY AT D-19-20, PANKI INDUSTRIAL AREA, KANPUR-208 022

The Scrutinizer M/s Adesh Tandon & Associates have submitted their combined report dated 09/09/2025 on remote electronic voting and voting through ballot paper conducted during the AGM containing the result of the electronic voting and voting through poll conducted at the Annual General Meeting.

On the basis of the report of the Scrutinizer, the Chairman Cum Managing Director of the Company Shri Manoj Agarwal had announced the voting result on 09/09/2025 as under:

Resolution No	Brief of Resolution	Mode of Voting (Show of hands/ Poll / Postal Ballot / E-Voting and Details of voting	Result of Voting
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2025 together with the Reports of Auditors' and Directors' thereon	E-Voting and Poll Details of Votes In favour : 15758685 Percentage: 99.9991% Against: 134 Percentage: 0.0009%	Passed with requisite majority
2.	Declaration of Dividend	E-Voting and Poll Details of Votes In favour : 15758685 Percentage: 99.9991% Against: 134 Percentage: 0.0009%	Passed with requisite majority
3.	Re-appointment of Shri Shashank Agarwal, who retires by rotation	E-Voting and Poll Details of Votes In favour : 15758685 Percentage: 99.9991% Against: 134 Percentage: 0.0009%	Passed with requisite majority
4.	Change in terms of payment of Shri Shashank Agarwal, Deputy Managing Director	E-Voting and Poll Details of Votes In favour : 15758685 Percentage: 99.9991% Against: 134 Percentage: 0.0009%	Passed with requisite majority



Chairman's Initial

**MINUTES OF THE MEETING OF
SHARE HOLDERS**

{ 11 }

5.	Ratification of the remuneration of Cost Auditor	E-Voting and Poll Details of Votes In favour : 15758685 Percentage: 99.9991% Against: 134 Percentage: 0.0009%	Passed with requisite majority
6.	Appointment of Secretarial Auditors	E-Voting and Poll Details of Votes In favour : 15758685 Percentage: 99.9991% Against: 134 Percentage: 0.0009%	Passed with requisite majority
7.	Acquisition of Foreign Company partly by way of Swap of Equity Shares through Preferential Allotment and partly for cash consideration	E-Voting and Poll Details of Votes In favour : 15758685 Percentage: 99.9991% Against: 134 Percentage: 0.0009%	Passed with requisite majority

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

PLACE: Kanpur
DATE: 10-09-2025


(CHAIRMAN)

Chairman's Initial