KANPUR PLASTIPACK LTD

Providing Solutions for Industrial Bulk Packaging

Date: August 13, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code: **507779**

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G Block, Bandra – Kurla Complex,
Bandra (East),
Mumbai 400 051
Scrip Symbol: **KANPRPLA**

Subject: Outcome of the meeting of the Board of Directors of Kanpur Plastipack Limited ("KPL" or "Company") held on August 13, 2025

Ref.:Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

Dear Sir/Madam,

In terms of Regulation 30 read with Schedule III of the SEBI LODR Regulations, Chapter V of SEBI ICDR Regulations and in continuation to our letter dated August 08, 2025, we would like to inform you that the board of directors of the Company ("**Board**") at its meeting held today *i.e.*, August 13, 2025, has *inter-alia* considered and approved the following matters:

1. **Acquisition of UK based foreign company M/s Valex Ventures Limited ("Valex"), form Mr. Manoj Agarwal, at a price of ₹ 5,010.81 per equity share, aggregating to a total consideration of ₹ 8,01,72,960/- (Rupees Eight Crore One Lakh Seventy-Two Thousand Nine Hundred Sixty Only).**

On the recommendation of the Audit Committee, the Board of Directors has approved the acquisition of 16,000 equity shares of face value of £1 (Pound One Only) eachof Valex Ventures Limited **("Purchase Shares")**, representing 76.19% of the equity share capital of Valex, from Mr. Manoj Agarwal, Promoter of our Company, at a price of ₹ 5,010.81 per equity share, aggregating to a total consideration of ₹ 8,01,72,960/- (Rupees Eight Crore One Lakh Seventy-Two Thousand Nine Hundred Sixty Only).

The consideration payable for the said acquisition shall be discharged by way of:

(i) Issue and allotment of 3,33,700 fully paid-up equity shares of the Company having face value of ₹10 each at a price of ₹202.61per equity share **("Subscription Shares")**, aggregating to ₹ 6,76,10,957/- on a preferential basis; and

(ii) Balance consideration of ₹1,25,62,003/- in cash, in compliance with applicable laws.

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The acquisition will be undertaken on the arm's length basis, taking into account the valuation reports issued by M/s Roshan Nilesh Vaishnav, Independent Chartered Accountants & Registered Valuer, in accordance with the applicable laws and Valuation report under the requirements of FEMA to determine the fair value of the equity shares of Valex issued by Vivro Financial Services Private Limited, Merchant Bankers and will be subject to the approval from the shareholders and in-principle approval from the Stock Exchanges.

The acquisition of **Purchase Shares** shall be subject to such regulatory /statutory approvals as may be required under applicable laws including the approval of the shareholders of the Company for issuance of **Subscription Shares** on a preferential basis.

The information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure-A** (Acquisition of Securities).

2. **Issuance and allotment of 3,33,700 fully paid-up Equity Shares by way of Preferential Issue on a Private Placement basis for consideration other than cash ("Preferential Issue"):**

Issuance of 3,33,700 fully paid-up equity shares of the Company having face value of ₹10 (Rupees Ten Only) each, **("Subscription Shares")** at an issue price of ₹202.61per share, *(which shall not be less than the floor price determined in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018)*aggregating to ₹ 6,76,10,957/- (Rupees Six Crores Seventy Six Lacs Ten Thousand Nine Hundred and Fifty Severn Only), to Mr. Manoj Agarwal, promoter of our Company, on a preferential basis, for the consideration other than cash *(being swap of Purchase Shares of Valex Ventures Limited)* towards the payment of the purchase consideration payable by the company to Mr. Manoj Agarwal **("Proposed Allotee")**, for the acquisition of Purchase Shares, subject to the approval of the shareholders and in accordance with the provisions of the Companies Act, 2013 and SEBI ICDR Regulations and other applicable laws.

The information pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI Circular **SEBI/HO/CFD/POD2/CIR/P/0155 Dated November 11, 2024**, is enclosed as **Annexure - B** (Issue of Securities).

3. The Board has fixed the Relevant Date, in terms of provisions of the SEBI ICDR Regulations for determining the floor price for the preferential issue i.e., **August, 08, 2025**.

4. To convene an Annual General Meeting of the members of the Company on September 08, 2025 for seeking the members approval in relation to the aforesaid matters, as applicable the details in this regard shall be shared separately.

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The meeting of the Board of Directors of the Company commenced at 12:35 PM and concluded at 5:35 PM.

The disclosures along with the enclosures shall be made available on the website of the Company at www.kanplas.com.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,
For, Kanpur Plastipack Limited

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Ankur Srivastava
Company Secretary & Compliance Officer

Place: Kanpur

***Encl.:** As above.*

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ANNEXURE -A – ACQUISITION OF SECURITIES

INFORMATION PURSUANT TO REGULATION 30 OF SEBI LODR REGULATIONS READ WITH SEBI CIRCULAR SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED JULY 13, 2023

Sr. No.	Particulars	Details
1.	The name of the target entity, details in brief such as size, turnover etc.;	**Name of Target Entity: -** Valex Ventures Limited ("**Valex**") **Details of the Target Company:-** **Date of Incorporation:** 31st March, 2017 **Valex Ventures Limited** is engaged in the business of distribution and wholesale of industrial-grade flexible intermediate bulk containers (FIBCs), commonly known as jumbo bags, across the UK market. It provides customized packaging solutions catering to various industrial applications, including food-grade and UN-certified bags. **Revenue for F.Y. 2024-25:** GBP 11,68,451 **Net Profit for F.Y. 2024-25:** GBP 29,052
2.	Relevant Date	The proposed transaction is subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM) and the proposed date of AGM is 8th September, 2025, the relevant date under the requirement of SEBI ICDR Regulations is **8th August, 2025.**
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	Yes, the proposed acquisition is related party transaction. Our Promoter, Mr. Manoj Agarwal being Director and Shareholder and Mr. Shashank Agarwal, being Director are interested in Valex. The transaction involves acquisition of 16000 equity share of Valex by our Company from Mr. Manoj Agarwal, who is also the Promoter and Managing Director of the Company against issuance of the equity shares by Kanpur Plastipack Limited and payment of cash as under: • No. of Shares: 3,33,700 • Cash ₹1,25,62,003/- Except the Company, Mr. Manoj Agarwal, Mr. Shashank Agarwal (being directors of Valex) and Mrs. Usha Agarwal (being relative of Mr. Manoj Agarwal and Mr. Shashank Agarwal), none of the promoter, promoter group or group companies are interested in the acquisition. The acquisition will be undertaken on the arm's length basis, taking into account the valuation reports issued by M/s Roshan Nilesh Vaishnav, Independent Chartered Accountants & Registered Valuer, in accordance with the applicable laws and Valuation report under the requirements of FEMA to

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		determine the fair value of the equity shares of Valex issued by Vivro Financial Services Private Limited, Merchant Bankers and will be subject to the approval from the shareholders and in-principle approval from the Stock Exchanges. The proposed transaction is **not** a material related party transaction, hence, the permission of shareholders is not required for approving the related party transaction under section 188 read with applicable rules and SEBI Regulations.
3.	The industry to which the entity being acquired belongs;	Packaging Industry
4.	The objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the Company)	The acquisition of equity shares of Valex would enable the Company to exercise control over the management and affairs of Valex and would make Valex a subsidiary of the Company; thereby resulting in expanding the geographical reach of the Company to UK.
5.	The brief details of any governmental or regulatory approvals required for the acquisition;	In-principle approval from the Stock Exchanges under the ICDR Regulations and LODR Regulations.
6.	The indicative time period for completion of the acquisition of shares;	The Acquisition will be completed within a period of 15 (fifteen) days from the later of: - i. Date of the approval of special resolution for preferential issue of equity shares; or ii. Receipt of date of the in-principal approval/ permission required for allotment under the preferential issue from the stock exchanges for issuance of the equity shares to the proposed allottees.
7.	The nature of consideration – whether cash consideration or share swap and details of the same	The consideration payable for the said acquisition shall be discharged by way of: i. Issue and allotment of 3,33,700 fully paid-up equity shares of the Company having face value of ₹10 each at a 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 **(“Subscription Shares”)**, aggregating to ₹ 6,76,10,957/- on a preferential basis; and ii. Balance consideration of ₹ 1,25,62,003/- in cash, in compliance with applicable laws.

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8.	The cost of acquisition or the price at which the shares are acquired;	Acquisition of 16,000 equity shares of face value of £1 (Pound One Only) each representing 76.19% of the equity share capital of Valex, from Mr. Manoj Agarwal, Promoter of our Company, at a price of ₹ 5,010.81 (Rupees Five Thousand Ten and Paise Eighty One Only) per equity share, aggregating to a total consideration of ₹8,01,72,960/- (Rupees Eight Crore One Lakh Seventy-Two Thousand Nine Hundred Sixty Only).
9.	The percentage of shareholding / control acquired and / or number of shares acquired;	The Company is proposing to acquire 16,000 equity shares of face value of £1 (Pound One Only) each representing 76.19% of the equity share capital of Valex.
10.	Brief background about the entity acquired, in terms of products/lines of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	Valex Ventures Limited is engaged in the business of distribution and wholesale of industrial-grade flexible intermediate bulk containers (FIBCs), commonly known as jumbo bags, across the UK market. It provides customized packaging solutions catering to various industrial applications, including food-grade and UN-certified bags. Valex sources high-quality FIBCs from leading Indian manufacturers and offers clients tailored, cost-effective bulk packaging supported by efficient logistics and quality compliance systems. Valex is a United Kingdom based Company incorporated on 31st March, 2017. Revenue for last three years are as follows:- Financial Year — Amount (in GBP) 2024-25 — 11,68,451 2023-24 — 5,08,666 2022-23 — 4,91,995

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ANNEXURE-B – ISSUE OF SECURITIES

DISCLOSURE PURSUANT TO PARAGRAPH 2 OF PART A, SCHEDULE III OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREEMNTS) REGULATIONS, 2015 READ WITH THE SEBI/HO/CFD/POD2/CIR/P/0155 DATED NOVEMBER 11, 2024.

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Disclosure</th></tr>
<tr><td>1.</td><td>Types of securities proposed to be issued</td><td>Fully paid-up Equity Shares of the face value of ₹10/- (Rupees Ten only) each</td></tr>
<tr><td>2.</td><td>Type of issuance</td><td>Preferential issue of Equity Shares, for consideration other than cash, in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.</td></tr>
<tr><td>3.</td><td>Total number of securities proposed to be issued or the total amount for which the securities will be issued</td><td>3,33,700 fully paid-up equity shares of the Company having face value of ₹10 each at a 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), aggregating to ₹ 6,76,10,957/- (Rupees Six Crores Seventy Six Lacs Ten Thousand Nine Hundred and Fifty Severn Only) on a preferential basis for consideration other than cash.</td></tr>
<tr><td>4.</td><td>Name of the investors</td><td>Mr. Manoj Agarwal</td></tr>
<tr><td>5.</td><td>Post allotment of securities - outcome of the subscription, issue price /allotted price (in case of convertibles), number of investors</td><td>Outcome of Allotment:
<table>
<tr><th rowspan="2">Investor</th><th colspan="2">Pre-Issue shareholding</th><th colspan="2">Post-issue shareholding</th></tr>
<tr><th>No.</th><th>%</th><th>No.</th><th>%</th></tr>
<tr><td>Manoj Agarwal</td><td>24,19,784</td><td>10.42%</td><td>27,53,484</td><td>11.69%</td></tr>
</table>

Issue Price: 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), aggregating to ₹ 6,76,10,957/- (Rupees Six Crores Seventy Six Lacs Ten Thousand Nine Hundred and Fifty Severn Only) on a preferential basis for consideration other than cash.

Number of Investors: There is only one investor/allottee.</td></tr>
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Sr. No.	Particulars	Disclosure
6.	In case of convertibles - Intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable
7.	Any cancellation or termination of the proposal for issuance of securities Including reasons thereof	Not Applicable

Thanking You,

For, Kanpur Plastipack Limited

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Company Secretary & Compliance Officer