

25th June, 2025

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal
Street,
Mumbai 400 001

National Stock Exchange of India Limited

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

Scrip Code: **507779**

Trading Symbol: **KANPRPLA**

Sub: Submission of Minutes of 2/2025-26 Extra-Ordinary General Meeting

Dear Sir/Ma'am,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Please find attached herewith Minutes of the 2/2025-26 Extra-Ordinary General Meeting of the Company held on 11th June, 2025.

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

**MINUTES OF THE 2/2025-26 EXTRA-ORDINARY GENERAL MEETING
OF THE MEMBERS OF KANPUR PLASTIPACK LIMITED HELD ON
WEDNESDAY, THE 11TH DAY OF JUNE, 2025 AT 10:00 AM, AT THE
REGISTERED OFFICE OF THE COMPANY AT D-19-20, PANKI
INDUSTRIAL AREA, KANPUR-208022**

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 Dharam Bir Prasad | : | Director |
| 6. Shri Akshay Kumar Gupta | : | Director |

IN ATTENDANCE:

- | | | |
|--------------------------|---|-------------------|
| 1. Shri Shobhit Agarwal | : | CFO |
| 2. Shri Ankur Srivastava | : | Company Secretary |

SPECIAL INVITEE:

- | | | |
|------------------------------|---|-------------|
| 1. Adesh Tandon & Associates | : | Scrutinizer |
|------------------------------|---|-------------|

THIRTY SIX SHAREHOLDERS WERE PRESENT IN PERSON OR THROUGH REPRESENTATIVES AT THE MEETING, NO MEMBER ATTENDED THROUGH PROXY.

Shri Manoj Agarwal took the chair at 10:00 A.M. and after ascertaining that the requisite Quorum for the Meeting was present, Chairman called the Meeting to order.

Company Secretary welcomed the shareholders to the Extraordinary 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.



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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 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 Extraordinary General Meeting sent along with the Explanatory Statement to the shareholders by email and post on 17th May, 2025, the Company had issued a corrigendum dated 4th June, 2025 to notify the amendments / provide clarifications and additional details with respect to certain additional disclosures made under the explanatory statement to Item No. 1 of the notice of the Extraordinary General Meeting. The details of the corrigendum were informed to the shareholders.

It was informed that this corrigendum to the Extraordinary General Meeting Notice shall form an integral part of the Extraordinary General Meeting Notice and shall be read in conjunction with. All other contents of the Extraordinary General Meeting Notice, save and except as modified or supplemented by the corrigendum, shall remain unchanged. The corrigendum is also available on the website of Company i.e. www.kanplas.com and on both the stock exchanges i.e., BSE and NSE. With the permission of the members, notice convening the Extraordinary General Meeting along with the Corrigendum dated 4th June, 2025 are taken as read.

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

ITEM NO. 1: SPECIAL RESOLUTION

APPROVAL ISSUANCE AND ALLOTMENT OF 10,12,000 WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS TO A PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY ("PREFERENTIAL ISSUE")

"RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 (**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 amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (**"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




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(“SEBI SAST Regulations”), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (“NSE”) and/or BSE Limited (“BSE”)(BSE and NSE collectively referred to as “Stock Exchanges”), where the equity shares of the company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchanges 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, 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 create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up-to 10,12,000 (TenLakhs TwelveThousand)fully convertible equity warrants (hereinafter referred to as “Warrants”) at an exercise price of Rs.130/- (Rupees One Hundred and Thirty Only) per underlying equity share of the face value of Rs.10/- (Rupees Ten only) (including a premium of Rs.120/- (Rupees One Hundred and Twenty Only) per Warrant) which is a price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, each convertible into one (1) equity share of face value of Rs.10/- (Rupees Ten only) each (“Equity Shares”), aggregating to Rs.13,15,60,000/- (Rupees Thirteen Crores Fifteen Lakhs and Sixty Thousand only), for cash, to following persons/entities (“Proposed Allottees”)as given in the below table on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations:

Sr. No	Name of the Proposed Allottees	Type of Proposed Allottees	Category of Proposed Allottees	Maximum no. of warrants to be offered	Consideration (in Rs.)
1.	Manoj Agarwal	Individual	Promoter	1,00,000	1,30,00,000/-
2.	Shashank Agarwal	Individual	Promoter	1,62,000	2,10,60,000/-
3.	Usha Agarwal	Individual	Promoter Group	35,000	45,50,000/-
4.	Manjari Agarwal	Individual	Promoter Group	23,000	29,90,000/-
5.	Raghushree Earning Solutions LLP	Body Corporate	Promoter Group	3,85,000	5,00,50,000/-
6.	Jayatika Goyal	Individual	Public	1,80,000	2,34,00,000/-
7.	Kanika Mahadevwala	Individual	Public	50,000	65,00,000/-
8.	Rohit Rajpal	Individual	Public	38,500	50,05,000/-
9.	Sachit Passi	Individual	Public	38,500	50,05,000/-
Total				10,12,000	13,15,60,000/-


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“RESOLVED FURTHER THAT the Relevant Date, as per the SEBI ICDR Regulations, for the determination of the issue price of the Warrants is taken to be **Monday, 12 May, 2025 (“Relevant Date”)** being the date which is 30 days prior to the date of Extra-Ordinary General Meeting (“EGM”) i.e., **Thursday, 12th June, 2025.”**

“RESOLVED FURTHER THAT aforesaid issue of the Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. The Proposed Allottees of the Warrants shall, on or before the date of allotment of the Warrants, pay an amount equivalent to Rs.40/- (Rupees Forty only) which is more than 25% (twenty-five per cent) of the price fixed per Warrant in terms of the SEBI ICDR Regulations. The balance issue price of Rs.90/- (Rupees Ninty Only) shall be payable by the Proposed Allottees at the time of exercising the Conversion of Warrant.
2. The consideration for the allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the Proposed Allottees.
3. The Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchanges and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges and/or Regulatory Authorities etc.
4. The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.
5. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
6. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
7. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Allottees of such warrants.



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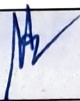
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8. The resulting Equity Shares shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.
9. The resulting Equity Shares will be listed and traded on the Stock Exchanges, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.
10. The entire pre-preferential allotment equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
11. The Warrants and/or equity shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.
12. Warrants, so allotted under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
13. The Warrants by itself until converted into Equity Shares, does not give to the Warrant holder any rights (including any dividend or voting rights) in the Company in respect of such Equity Shares.

“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 Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, 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.”

“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.”


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“RESOLVED FURTHER THAT, Shri Manoj Agarwal, (DIN: 00474146) Chairman Cum Managing Director and/or Mr. Ankur Srivastava, (Membership no. F8537) Company Secretary & Compliance Officer of the Company be and are hereby jointly and / or severally 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 Warrants 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 Warrants; making applications to the Stock Exchanges 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 Warrants; 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) / Company Secretary or 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.”

After the voting the polling papers were blocked by the Scrutinizer.

Vote of Thanks:

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair at 10:50 A.M.

PLACE: KANPUR

DATE: 24-06-2025


(CHAIRMAN)

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**MINUTES OF THE MEETING OF
SHARE HOLDERS**

**ADDENDUM TO THE MINUTES OF THE 2/2025-26 EXTRA-ORDINARY
GENERAL MEETING OF THE MEMBERS OF KANPUR PLASTIPACK
LIMITED HELD ON WEDNESDAY, THE 11TH DAY OF JUNE, 2025 AT
10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT D-19-
20, PANKI INDUSTRIAL AREA, KANPUR-208022**

The Scrutinizer M/s Adesh Tandon & Associates have submitted their combined report on electronic voting and poll on 11/06/2025 containing the result of the electronic voting and voting through poll conducted at the Extra-Ordinary 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 12/06/2025 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.	Approval issuance and allotment of 10,12,000 Warrants by way of Preferential Issue on Private Placement Basis to a persons belonging to the Promoter And Non-Promoter Category ("PREFERENTIAL ISSUE")	E-Voting and Poll Details of Votes In favour : 15124289 Percentage: 99.99% Against: 1149 Invalid: 1 Percentage: 0.01%	Passed as Special Resolution

Therefore, number of votes cast in favour of the resolutions exceeds more than three times the number of votes cast against the resolutions, hence, the above resolution put to vote was passed by the shareholders as Special Resolution.

PLACE: KANPUR

DATE: 24-06-2025


(CHAIRMAN)

Chairman's Initial