

KANPUR PACKAGING MACHINES LIMITED

REGD. OFFICE: D-3/A, Panki Industrial Estate, Kanpur - 208022, India

TEL: 0512 2593500

CIN: U28261UP2023PLC183476

Email: cs@lohiagroup.com

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THEIR MEETING HELD ON WEDNESDAY, 1ST MAY 2024 (01/2024-25) AT 10.00 A.M. AT LOHIA INDUSTRIAL COMPLEX, CHAUBEPUR, KANPUR-209203.

Appointment of Mr. Rajendra Kumar Arya as Whole time Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to the approval of the shareholders in the general meeting, approval of the Board of Directors of the Company, be and is hereby accorded to appoint Mr. Rajendra Kumar Arya (DIN: 09658071) as an Additional Director of the Company with effect from May 01, 2024 who shall hold office up to the date of ensuing Annual General Meeting of the Company.

RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and 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(s) thereof for the time being in force) and subject to the approval of the shareholders in the general meeting and such other consents and permission as may be necessary, Mr. Rajendra Kumar Arya (DIN: 09658071) be and is hereby appointed as Whole-time Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from May 01, 2024 on the following terms and conditions:

- Basic Salary: ₹2,85,000 per month.
- House Rent Allowance: ₹1,00,000 per month
- Special Allowance: ₹5,98,903 per month

In addition to Salary, he shall be entitled to the following perquisites:

- Company's contribution to Provident Fund as per Company's Rules, subject to a maximum of 12% of basic salary;
- Company's contribution to National Pension Scheme @ 10% of basic salary;
- Provision of car for use for Company's business;
- Other perquisites/allowances including Medical Reimbursement, Leave Travel Concession, Variable Pay, Gratuity etc. as per rules of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Rajendra Kumar Arya by way of salary, allowances, perquisites etc. shall not exceed the maximum limits as prescribed under Schedule V of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT subject to approval of the members of the Company, Board of Directors of the Company be and is hereby authorized to revise, alter or vary the remuneration including perquisites in such manner as the Board may consider proper from time to time up to a maximum limit of ₹2 crores per annum, subject to the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may be prescribed from time to time and to do all such acts and deeds as may be deemed necessary to give effect to the above resolution.”

CERTIFIED TRUE COPY

for Kanpur Packaging Machines Limited

SHIKHA
SRIVASTAVA
Digitally signed by
SHIKHA SRIVASTAVA
Date: 2024.05.24
13:33:12 +05'30'

Shikha Srivastava

Company Secretary & Compliance Officer

M. No. A22406

Date: May 24, 2024

Place: Kanpur