

Date: August 25, 2022

To <b>BSE Limited</b> P. J. Towers, Dalal Street, Mumbai: 400001. <b>Ref: Scrip Code: 533166</b>	To <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, BKC, Bandra (E), Mumbai: 400051. <b>Ref: Symbol: SUNDARAM</b>
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**Sub: i) Intimation of Notice of AGM; ii) Submission of Annual Report for Financial Year 2021-22 and iii) E-Voting Instructions**

Pursuant to the Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we submit herewith the Annual Report of the Company for Financial Year 2021-22 along with Notice of 28<sup>th</sup> Annual General Meeting to be held on Monday, September 19, 2022 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") same is also available on the website of the Company at [www.sundaramgroups.in](http://www.sundaramgroups.in).

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of Companies (Management & Administration) Rules, 2014, Secretarial Standard 2 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, members of the Company holding shares either in physical form or dematerialized form as on the Monday, September 12, 2022 (the "Cut-off-Date"), are offered the facility to exercise their right to vote on the businesses set forth in notice of 28<sup>th</sup> AGM by electronic means through both remote e-voting and e-voting at AGM. The voting rights of the members shall be in proportion to the equity shares held by them as of September 12, 2022. Remote e-voting period commences on Friday, September 16, 2022 at 09.00 a.m. and ends on Sunday, September 18, 2022 at 5:00 p.m.

Members are requested to attend the AGM through VC / OAVM through the NSDL e-Voting system. Detailed Instructions along with tutorial for E-voting and attending the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") is given in the Notice of 28<sup>th</sup> AGM and same is also available on the website of the Company at [www.sundaramgroups.in](http://www.sundaramgroups.in).

Kindly take the above information on your records.

Thanking you,

Yours faithfully,

**FOR SUNDARAM MULTI PAPER LIMITED**

  
**Khushboo Doshi**  
**Company Secretary & Compliance officer**  
**Place: Mumbai**



## NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting (AGM) of the Members of Sundaram Multi Pap Limited (Company) will be held on Monday, September 19, 2022 at 11:30 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 5/6, Papa Industrial Estate, Suren Road, Andheri East, Mumbai- 400093, Maharashtra, India.

### **ORDINARY BUSINESSES:**

#### **1. Adoption of Audited Standalone Financial Statements:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Standalone Audited Financial Statements for the year ended March 31, 2022, together with the Directors’ Report and the Auditors’ Reports thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted.”

#### **2. Appointment of a Director retiring by rotation:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** Mr. Shantilal P. Shah (DIN: 00033182), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

### **SPECIAL BUSINESSES:**

#### **3. Re-appointment of Mr. Kalpesh Bhupendra Parekh (DIN: 08010094) as an Independent Director of the Company for a second term of five years:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI – LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kalpesh Bhupendra Parekh (DIN: 08010094), who was appointed as an Independent Director of the Company at the 24<sup>th</sup> Annual General Meeting and who holds office upto December 11, 2022 and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI – LODR Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director

of the Company, to hold office for a second term of 5 (five) consecutive years commencing from December 12, 2022 upto December 11, 2027, whose period of office will not be liable to determination by retirement of directors by rotation.”

#### **4. Appointment of Mrs. Jyoti Chandrakant Gala (DIN No. 03444610) as a Women Independent Director:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI – LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Jyoti Chandrakant Gala (DIN No. 03444610), who was appointed as a Women Additional Director (Independent Non- Executive) of the Company by the Board of Directors at its meeting held on June 27, 2022 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI – LODR Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Women Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from June 27, 2022 upto June 26, 2027, whose period of office will not be liable to determination by retirement of directors by rotation.”

#### **5. Appointment of Mr. Mahesh Devji Bhanushali (DIN No. 09629998) as an Independent Director:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI – LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mahesh Devji Bhanushali (DIN No. 09629998), who was appointed as an Additional Director (Independent Non- Executive) of the Company by the Board of Directors at its meeting held on June 27, 2022 and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act along with the Rules framed thereunder and

Regulation 16(1)(b) of the SEBI – LODR Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from June 27, 2022 upto June 26, 2027, whose period of office will not be liable to determination by retirement of directors by rotation.”

**6. To approve Material Related Party Transaction(s) to be entered into by the Company:**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the applicable rules issued thereunder

(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI - LODR Regulations”), and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm’s length basis with the following related parties of the Company within the meaning of the Act and the SEBI - LODR Regulations, for the amount stated hereunder and on such terms and conditions as may be agreed between the Company and them for the period commencing from FY 2022-2023 upto 2027-2028:

S r . No.	Name of Related Parties	Nature of Transaction	Annual Limit of Transaction with each related party
1	Amrut P. Shah	➤ Loan Transactions (not falling under loan to Directors);	Rs. 150.00 crores
2	Shantilal P. Shah	➤ sale, purchase or supply of any goods or materials or services;	
3	Raichand P. Shah	➤ selling or otherwise disposing of, or buying, property of any kind;	
4	Hardik A. Shah	➤ leasing of property of any kind;	
5	Vimla A. Shah	➤ availing or rendering of any services;	
6	Krunal S. Shah	➤ Related Party’s appointment to any office or place of profit in the company, its Subsidiary Company or Associate Company;	
7	Divij S. Shah	➤ Commission;	
8	Manali K. Shah	➤ Remuneration;	
9	Yash R. Shah	➤ Transfer of resources, services or obligations between a Company and a Related Party.	
10	Nidhi R. Shah		
11	Amrut P. Shah HUF		
12	Shantilal P. Shah HUF;		
13	PRISM		

**RESOLVED FURTHER THAT** the Board of Directors (the “Board”) and/or any Committee thereof be and is hereby authorized to negotiate and finalize other terms & conditions and to do all such acts, things or deeds and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and/or expedient to giving effect to the above resolution.”

**By Order of the Board of Directors  
For Sundaram Multi Pap Limited  
Sd/-  
Amrut P. Shah  
Managing Director  
DIN: 00033120**

Place: Mumbai

Date: August 22, 2022

**Registered Office:**

5/6, Papa Industrial Estate,  
Suren Road, Andheri East,  
Mumbai: 400093, Maharashtra, India.

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated December 14, 2021 (General Circular No. 21/2021) read with circulars dated January 13, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI - LODR Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held

pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes on e-voting.

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in) in or upload on the VC portal / e-voting portal.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Notice and the Annual Report 2021-22 are being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the same. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sundaramgroups.in](http://www.sundaramgroups.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 28th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2022 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
  - For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in).
  - For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. The details as required under Regulation 36 of the SEBI- LODR Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/re-appointment at this Annual General Meeting is annexed hereto.
10. Register of Members and the Share Transfer Books of the Company will remain closed from September 12, 2022 to September 19, 2022 (both days inclusive).
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members on the website of the Company at [www.sundaramgroups.in](http://www.sundaramgroups.in). All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 19, 2022. Members seeking to inspect such documents can send an email to Company's Email-ID: [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in).
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, on the website of the Company's Registrar and Transfer Agents, Link Intime Private Limited at <https://web.linkintime.co.in/client-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
13. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised

to dematerialise the shares held by them in physical form. Members can contact the Company or Registrar and Transfer Agents, Link Intime Private Limited, for assistance in this regard.

#### 14. Important dates for Members:

**Book Closure Date:** The Register of Members and Share Transfer Books in respect of the Equity Shares of the Company shall remain closed from Monday, September 12, 2022 to Monday, September 19, 2022 (both days inclusive) for the purpose of AGM.

**Cut-Off Date:** The Cut-Off Date for the purpose of determining the Members eligible for participation in remote e-Voting and voting at the AGM through e-Voting system is Monday, September 12, 2022.

A person who is not a Member as on the Cut-Off Date should treat this Notice of AGM for information purpose only. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, as aforesaid.

**Remote e-Voting** Period commences on Friday, September 16, 2022 from 9:00 A.M. (IST) and ends on Sunday, September 18, 2022 at 5:00 P.M. (IST). Remote e-Voting will be disabled after 5:00 P.M. (IST) on Sunday, September 18, 2022.

**E-Voting Facility** at the AGM will also be provided on the date of the AGM i.e., on Monday, September 19, 2022 to eligible Members who have not cast their votes through remote e-Voting and who attends the AGM through VC/ OAVM facility.

15. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
  - a) For shares held in electronic form: to their Depository Participants (DPs)
  - b) For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021.
17. **Updation of Members' Details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share

Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

18. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
19. **Nomination Facility:** Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the Members may please contact their respective depository participant.
20. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules, dividends which are not claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer such shares of Members of whom dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company requests all the Members to claim their respective dividend. The Members whose shares are transferred to the IEPF Authority can now claim their shares from the Authority by making request to Company or Registrar and Share Transfer Agents.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

#### **INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND FOR JOINING THE ANNUAL GENERAL MEETING, ARE AS UNDER:**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged NSDL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
2. Cut-off-Date for the purpose of ascertaining Members who are eligible to receive this Notice is Friday, August 26, 2022. The cut-off-date for the purpose of determining the eligibility to vote by electronic means and at the AGM is Monday, September 12, 2022 (the "Cut-off-Date"). Only the Members whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories

as on the Cut-off-Date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

3. Remote e-voting period commences on Friday, September 16, 2022 from 9:00 A.M. (IST) and ends on Sunday, September 18, 2022 at 5:00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on Cut-off-Date may cast their vote by remote e-voting. Thereafter remote e-voting module shall be disabled by NSDL for voting. Once the vote on a Resolution is cast by the Member, the shareholder will not be allowed to change it subsequently or cast the vote again.
4. A person who is not a Member as on the Cut-off-Date should treat this Notice for information purpose only. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
5. The Board of Directors of the Company has appointed Ms. Amisha V. Shah, proprietor of M/s. A. V. Shah & Associates, Practicing Company Secretary, Mumbai as the Scrutinizer to act as Scrutinizer to scrutinize entire voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
6. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on website of NSDL [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) within two working days of the conclusion of the Meeting and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.





**THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:**

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsl.co.in">evoting@nsl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**  
**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

##### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

##### **Process for those shareholders whose email ids are not registered with the Depositories / Company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

##### **INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Shareholder / Member's login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Ms. Pallavi Mhatre, Manager – NSDL at +91 22 24994545.
6. Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number / folio number, e-mail id, mobile number at [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in) on or before September 19, 2022.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
8. Members can join the AGM in the VC / OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**OTHER INFORMATION:**

1. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those Members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.
2. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sundaramgroups.in](http://www.sundaramgroups.in) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges – BSE Ltd & NSE Ltd, where the shares of the Company are listed.
4. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., Monday, September 19, 2022.

**By Order of the Board of Directors  
For Sundaram Multi Pap Limited**

Sd/-  
**Amrut P. Shah**  
Managing Director  
DIN: 00033120

Place: Mumbai

Date: August 22, 2022

**Registered Office:**

5/6, Papa Industrial Estate,

Suren Road, Andheri East,

Mumbai: 400093, Maharashtra, India.

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting (Pursuant to regulation 36(3) of the SEBI- LODR Regulations):**

Name of Directors	Mr. Shantilal P. Shah	Mr. Kalpesh Bhupendra Parekh	Mrs. Jyoti Chandrakant Gala	Mr. Mahesh Devji Bhanushali
Director Identification Number (DIN)	00033182	08010094	03444610	09629998
Designation/Category of Director	Whole-time Director	Independent Director	Independent Director	Independent Director
Date of Birth (Age)	November 07, 1970 (52 years)	February 12, 1976 (46 years)	July 11, 1971 (51 years)	April 01, 1996 (26 years)
Date of first appointment on the Board	August 01, 1999	December 12, 2017	June 27, 2022	June 27, 2022
Qualifications & Experience (including expertise in specific functional area)/ Brief Resume	Mr. Shantilal P. Shah, is the Whole-time Director of the Company. Though he is SSC qualified he is a great marketing brain in the paper and stationery industry. He has evolved and developed a unique dealer/ retailer network in the form of retails shops in Maharashtra, Gujarat and Goa. He constantly strives to expand the dealer/ retail network through personal relationships and innovative schemes of rewarding the dealer achievers. He has put in place the system to gather from this network great deal of market intelligence in terms of customer preference for Sundaram's products vis-à-vis the competitors' products.	Mr. Kalpesh B. Parekh is Non- Executive Independent Director of the Company. Though he is HSC qualified he has tremendous knowledge and expertise in marketing. Vide He possess enormous experience for over 15 years in the field of Notebook designing and printing.	Mrs. Jyoti Gala is Non- Executive Independent Women Director of the Company. She is qualified B.HSC degree holder. She has done her specialisation in textile designing. A very enthusiastic and conversant person having keen interest in the current social media and new marketing trends.	Mr. Mahesh Devji Bhanushali is Non- Executive Independent Director of the Company. He has done his MBA from Welinkar Institute of Management. He is skilled in Business Development, Strategic planning and Staff Management. A self-motivated professional successful in seizing viable opportunities for expansion and innovation in business. He has his background in increasing profits, reducing costs, and transforming customer service standards. Experienced in leading and supervising operational and sales teams.
Relationship between Directors / Key Managerial Personnel, inter-se	Brother of Mr. Amrut P. Shah & Mr. Raichand Shah; Father of Mr. Krunal S. Shah	None	None	None

<b>Terms and conditions of Appointment / Re-appointment</b>	Terms and conditions of his re-appointment will remain same as approved in AGM held on September 30, 2020.	As per Resolution at Item No. 3 of the accompanying Notice of AGM read with Explanatory Statement thereto.	As per Resolution at Item No. 4 of the accompanying Notice of AGM read with Explanatory Statement thereto.	As per Resolution at Item No. 5 of the accompanying Notice of AGM read with Explanatory Statement thereto.
<b>Remuneration last drawn</b>	Rs.42.00 Lakh p.a.	NIL	NIL	NIL
<b>Remuneration proposed to be paid</b>	As per existing approved terms and conditions.	NIL	NIL	NIL
<b>No. of shares held in the Company</b>	4,62,64,357 Equity Shares (9.76%)	NIL	NIL	NIL
<b>Directorships held in other Public Companies (excluding Foreign, Private and Section 8 Companies)</b>	NIL	NIL	NIL	NIL
<b>Memberships/ Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	NIL	NIL	NIL	NIL

Note: For other details such as the number of meetings of the Board / Committee attended during the year, remuneration last drawn and name of listed entities from which the aforesaid Directors have resigned in the past three years, please refer to the Director's Report/ Corporate Governance Report, which forms part of this Annual Report.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")**

The following Statement sets out all material facts relating to Item No. 3 to 6 mentioned in the accompanying Notice.

**Item No.3:**

The Members of the Company at the 24th Annual General Meeting held Thursday, September 27, 2018 had appointed Mr. Kalpesh B. Parekh (DIN: 08010094) as an Independent Director to hold office for a term of five consecutive years, i.e., upto December 11, 2022.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his vast knowledge, background, varied experience and valuable contributions given, the continued association of Mr. Parekh would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director and accordingly commends this Special Resolution under Item No. 3 of the Notice convening the Company's 28th AGM to the Members for their approval.

A brief profile / expertise of Mr. Kalpesh B. Parekh is provided in the Annexure to the Notice for information to the Members.

Mr. Parekh has given a declaration to the Board that he meets with the criteria of independence as provided under Section 149 (6) of the Act read with Regulation 16 (1)(b) of the SEBI- LODR Regulations.

In the opinion of the Board, Mr. Parekh fulfils the conditions specified in the Act and the Rules framed thereunder read with the SEBI- LODR Regulations for his re-appointment as an Independent Director and is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to re-appointment of Mr. Parekh as an Independent Non-executive Director setting out the terms and conditions of the re-appointment would be available for inspection by the Members, by writing an email to the Company at [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in)

The Directors recommend the resolution set out in Item No. 3 of the accompanying notice, for approval by the Members as Special Resolution..

Mr. Kalpesh B. Parekh is interested and concerned in the Resolution mentioned at Item No. 3 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

**Item No. 4**

The Board of Directors of the Company at the meeting held on June 27, 2022 (based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of the Members in the General Meeting), appointed Mrs. Jyoti Chandrakant Gala (DIN No. 03444610) as a Women Additional Director (Independent Non-executive) of the Company with effect from that date.

In terms of the provisions of Section 161 of the Act, Mrs. Jyoti Gala holds the office till the date of ensuing Annual General Meeting and is eligible for appointment.

Further, in terms of Section 149 of the Act, an Independent Director can hold office for a term of upto five consecutive years on the Board of a company and is not liable to retire by rotation.

A brief profile / expertise of Mrs. Gala is provided in the Annexure to the Notice for information to the Members.

Mrs. Gala has given a declaration to the Board that she meets with the criteria of independence as provided under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI- LODR Regulations. In the opinion of the Board, Mrs. Gala fulfils the conditions specified in the Act and the Rules framed thereunder read with the SEBI- LODR Regulations, for her appointment as an Independent Director and is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft letter of appointment of Mrs. Gala as an Independent Director Non-executive Director setting out the terms and conditions of appointment would be available for inspection by the Members, by writing an email to the Company at [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in).

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the resolution for appointment of Mrs. Gala, as an Independent Director is placed before the Members for their approval.

The Directors recommend the resolution set out at Item No. 4 of the accompanying notice, for approval by the Members as Special Resolution..

Mrs. Jyoti Chandrakant Gala is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

**Item No. 5**

The Board of Directors of the Company at the meeting held on June 27, 2022 (based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of the Members in the General Meeting), appointed Mr. Mahesh Devji Bhanushali (DIN No. 09629998) as an Additional Director (Independent Non-executive) of the Company with effect from that date.

In terms of the provisions of Section 161 of the Act, Mr. Mahesh Devji Bhanushali holds the office till the date of ensuing Annual General Meeting and is eligible for appointment.

Further, in terms of Section 149 of the Act, an Independent Director can hold office for a term of upto five consecutive years on the Board of a company and is not liable to retire by rotation.

A brief profile / expertise of Mr. Bhanushali is provided in the Annexure to the Notice for information to the Members.

Mr. Bhanushali has given a declaration to the Board that he meets with the criteria of independence as provided under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI- LODR Regulations. In the opinion of the Board, Mr. Bhanushali fulfils the conditions specified in the Act and the Rules framed thereunder

read with the SEBI- LODR Regulations, for his appointment as an Independent Director and is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft letter of appointment of Mr. Bhanushali as an Independent Director Non-executive Director setting out the terms and conditions of appointment would be available for inspection by the Members, by writing an email to the Company at [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in).

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the resolution for appointment of Mr. Bhanushali, as an Independent Director is placed before the Members for their approval.

The Directors recommend the resolution set out at Item No. 5 of the accompanying notice, for approval by the Members as Special Resolution..

Mr. Mahesh Devji Bhanushali is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

#### Item No. 6

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to

obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the Ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the SEBI- LODR Regulations, approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or Rs. 1000 Crore whichever is lower.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The transaction(s) entered into by the Company, together with the transactions to be entered into with the below stated related parties are as under:

Sr. No.	Name of Related Parties	Relationship	Nature of Transaction	Annual Limit of Transaction with each related party
1	Amrut P. Shah	Chairman & Managing Director & Promoter	➤ Loan Transactions (not falling under loan to Directors);	Rs. 150.00 crores
2	Shantilal P. Shah	Whole time Director & Promoter	➤ sale, purchase or supply of any goods or materials or services;	
3	Raichand P. Shah	Promoter & Relative of Director	➤ selling or otherwise disposing of, or buying, property of any kind;	
4	Hardik A. Shah	CEO & Promoter Group & Relative of KMP	➤ leasing of property of any kind;	
5	Vimla A. Shah	Promoter Group & Relative of KMP	➤ availing or rendering of any services;	
6	Krunal S. Shah	Whole time Director & Promoter Group	➤ Related Party's appointment to any office or place of profit in the company, its Subsidiary Company or Associate Company;	
7	Divij S. Shah	Promoter Group & Relative of KMP	➤ Commission;	
8	Manali K. Shah	Relative of KMP	➤ Remuneration;	
9	Yash R. Shah	Promoter Group & Relative of KMP	➤ Transfer of resources, services or obligations between a Company and a Related Party.	
10	Nidhi R. Shah	Promoter Group		
11	Amrut P. Shah HUF	MD is Karta		
12	Shantilal P. Shah HUF;	Whole- time Director is Karta		
13	PRISM	Firm in which Director/ Promoter/ their relatives are partner		

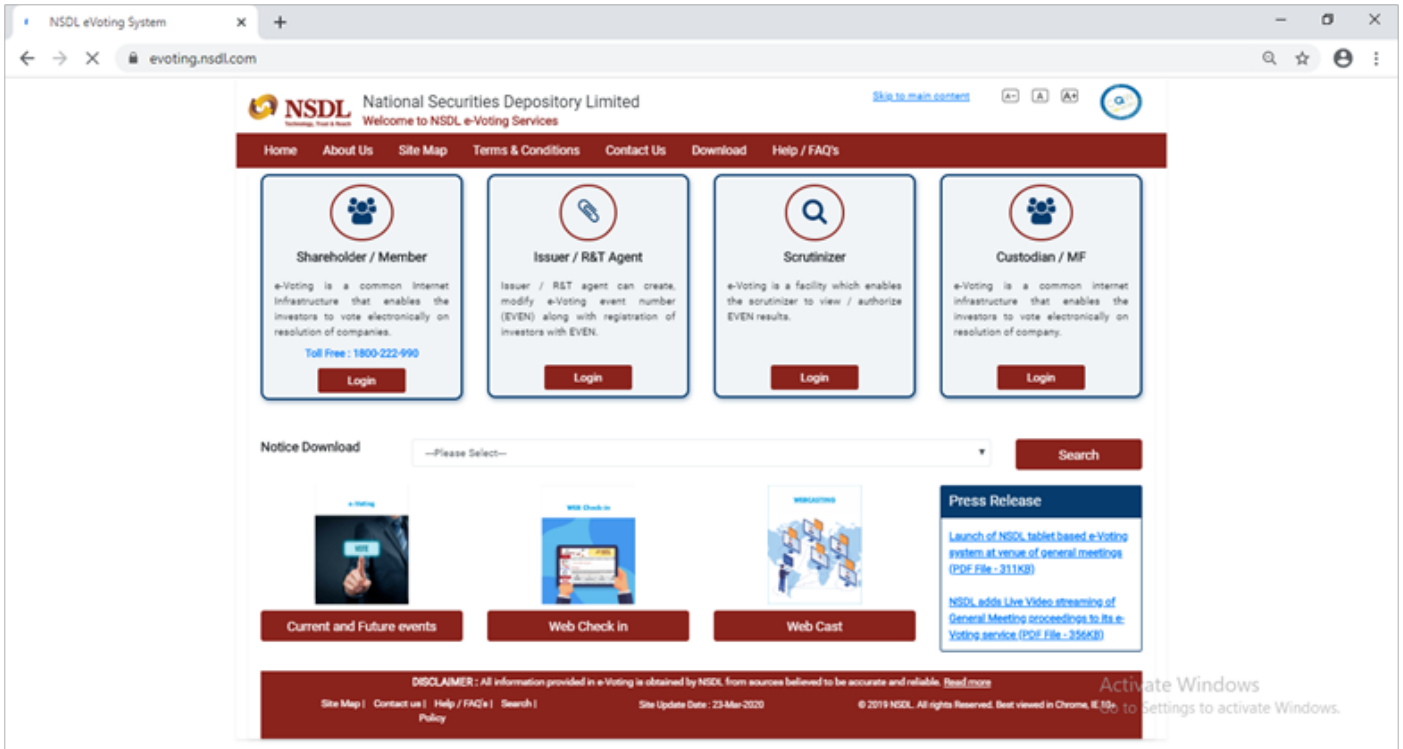
The Directors recommend the resolution set out at Item No. 6 of the accompanying notice, for approval by the Members as Ordinary Resolution.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this Resolution.

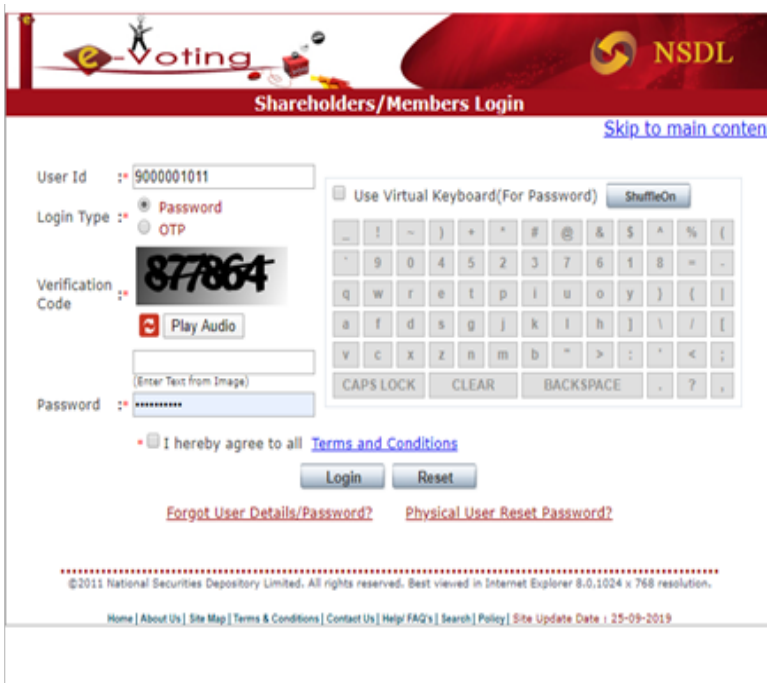
**PICTORIAL INSTRUCTIONS FOR E-VOTING & VIDEO CONFERENCING FOR AGM**

**In case the shareholder wants to join the AGM and also like to vote.**

- 1) Shareholder visits NSDL evoting site <https://evoting.nsdl.com/> and clicks on “Shareholder/Member” login button.



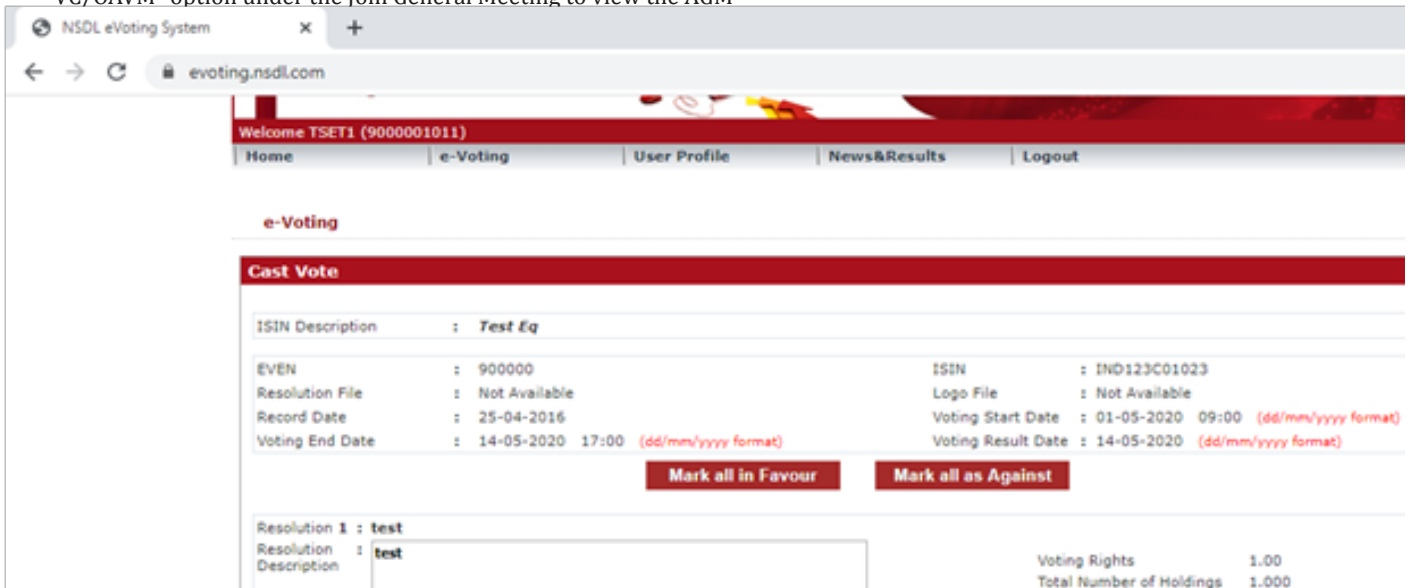
- 2) Shareholder will get below page where he has to enter his remote e-Voting login credentials.



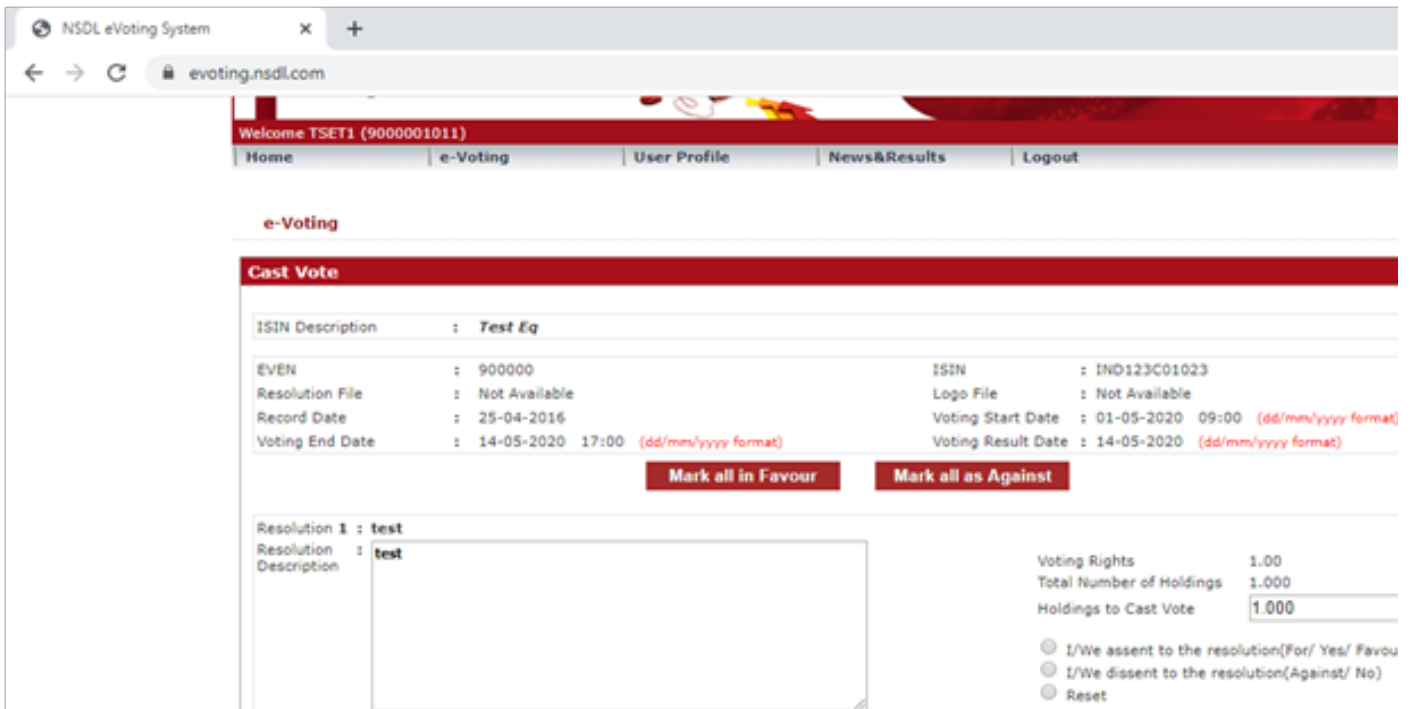
3) After successful login shareholder will be able to see the home page of NSDL e-Voting system. Shareholder has to click on “Active Evoting Cycles/ VC/OAVM” as shown below.



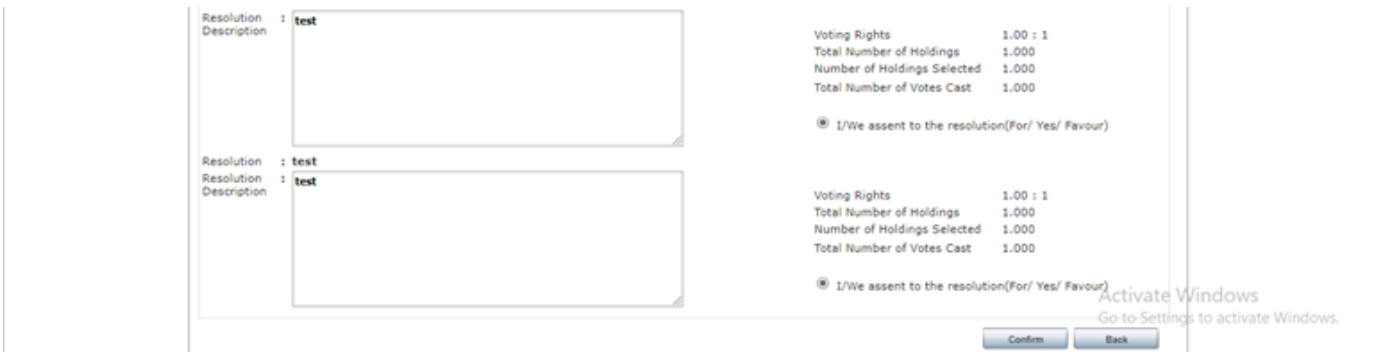
4) Shareholder will be able to see all active evens for which voting is live as well as AGM is scheduled to be held. He has to click on the “VC/OAVM” option under the Join General Meeting to view the AGM



- 5) Further, during the meeting shareholder can click on respective EVEN of company. He has to choose his option of voting per resolution or can choose for “Mark all in favour”/”Mark all as against”. This facility will be available to only those shareholders who have not casted their votes through Remote Voting.

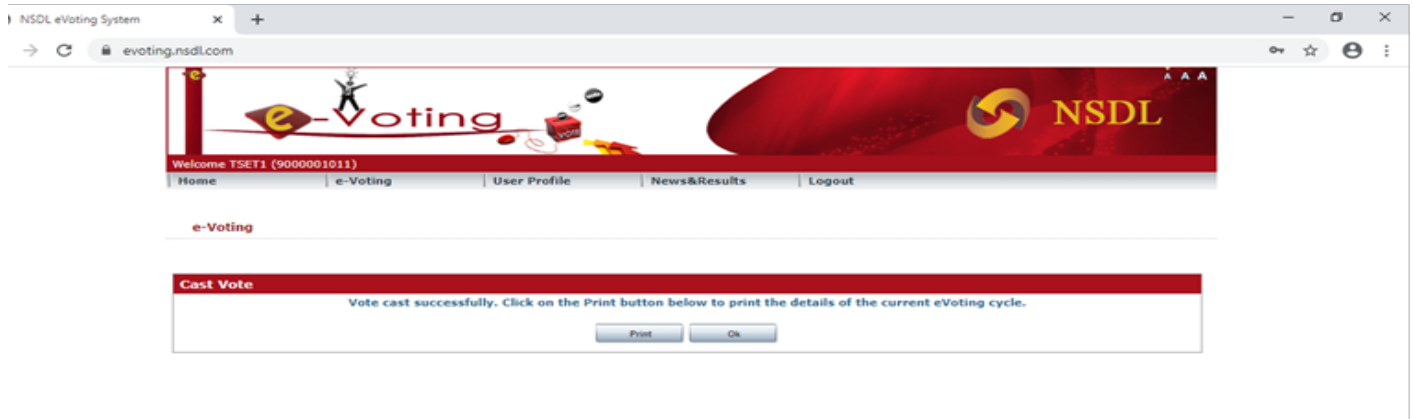


- 6) Shareholder will confirm the options that he has selected to cast the vote.





7) On clicking on Confirm button he will get voting confirmation as below. Thus shareholder will complete voting process.

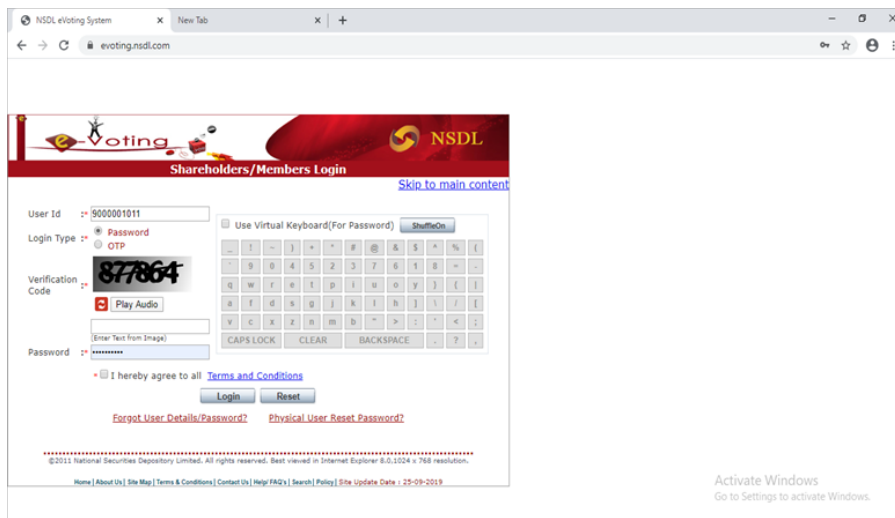


**If shareholder wants to only view AGM**

1) Shareholder visits NSDL evoting site <https://evoting.nsdl.com/> and clicks on “Shareholder/Member” login button.



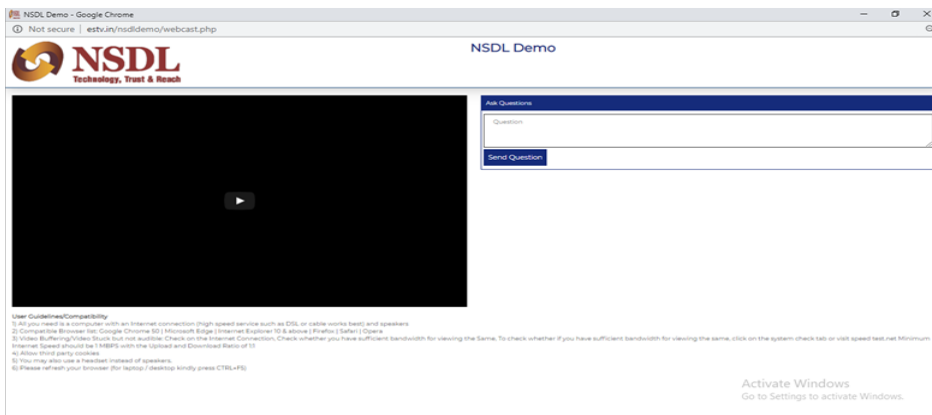
2) Shareholder will get below page where he has to enter his remote e-Voting login credentials.



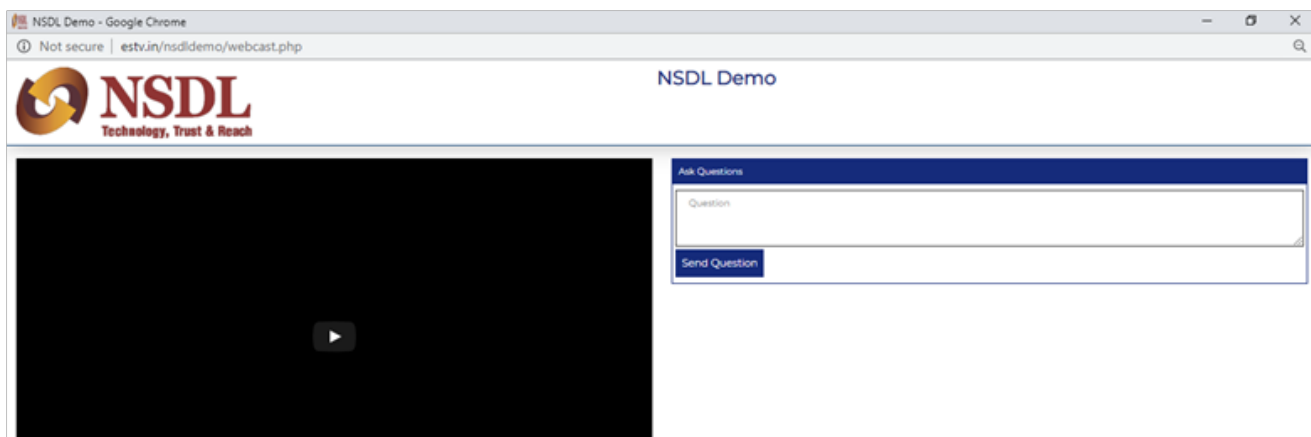
- 3) After successful login shareholder will be able to see the home page of NSDL e-Voting system. 4) Shareholder has to click on “Active Evoting Cycles” as shown below



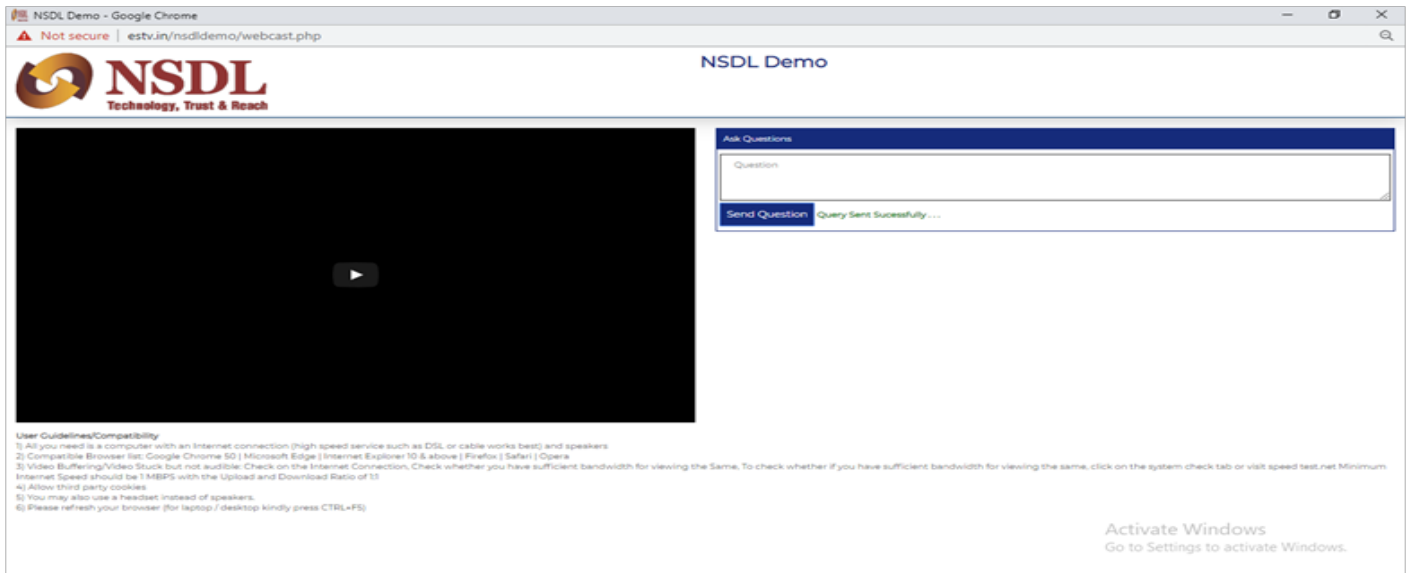
- 5) Shareholder will be able see all active evens for which voting is live as well as AGM is scheduled to be held. He has to click on the respective EVEN (VC Link) for which he wants to vote. After successfully joining the meeting, the shareholder will be allowed to vote.



- 6) Shareholder will be able to join the meeting and pose questions if he wishes to do so. After registration he can view AGM by playing the video.



- 7) He can pose questions in chat box and send his questions to moderator. He will get success message as shown below after successfully posting (Optional).



**User Guidelines/Compatibility for viewing of AGM**

- 1) All you need is a computer with an Internet connection (high speed service such as DSL or cable works best) and speakers
- 2) Compatible Browser list: Google Chrome 50 | Microsoft Edge | Internet Explorer 10 & above | Firefox | Safari | Opera
- 3) Video Buffering/Video Stuck but not audible: Check on the Internet Connection, Check whether you have sufficient bandwidth for viewing the Same, To check whether if you have sufficient bandwidth for viewing the same, click on the system check tab or visit speed test.net Minimum Internet Speed should be 10 MBPS with the Upload and Download Ratio of 1:1
- 4) Allow third party cookies
- 5) You may also use a headset instead of speakers.
- 6) Please refresh your browser (for laptop / desktop kindly press CTRL+F5)