

Company Information

BOARD OF DIRECTORS

Shri Arvind Machhar, Managing Director (DIN: 00251843)

Shri Sandeep Machhar, Director (DIN: 00251892)

Shri Ghevarchand M Bothara, Independent Director (DIN: 01616919)

Shri Balaprasad H Tapdiya, Independent Director (DIN: 01295984)

Smt. Rupali Abhijeet Bothara, Independent Director (DIN: 03484957)

KEY MANAGERIAL PERSONNEL:-

Shri Satish Sharma – Chief Financial Officer

AUDITORS

M/s. Nikhil N. Loya & Co.
Chartered Accountants,
Aurangabad-431001

REGISTERED OFFICE

Gut No. 72, Village Pharola,
Post Beedkin, Paithan Road,
Aurangabad Maharashtra – 431105
Mobile : +91-9960100449
CINNo. L24100MH1980PLC022746
ISIN No.: INE046E01017 (Old)
ISIN No.: **INE046E01025 (Temp)**
E-Mail: cmdoffice@aptpackaging.in
E-Mail csoffice@aptpackaging.in

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
C-101, Tower C, 247 Park,
L.B.S. Marg, Vikhroli (W),
Mumbai – 400 083
Tel No. 022-49186000, 49186270
Fax No.022-49186060
E-Mail: sharad.patkar@linkintime.co.in

BANKERS

Punjab National Bank., Aurangabad
Punjab National Bank, Haridwar

LOCATION OF PLANTS

- i) Gut No 72, Village Pharola,
Post Beedkin, Paithan Road,
Aurangabad, Maharashtra
Pin- 431105
- ii) Khasra No. 529, 5th KM Stone,
Akbarpur (urd), Laksar Haridwar
Dist. Haridwar (UT)

NOTICE OF Fortieth ANNUAL GENERAL MEETING

NOTICE is hereby given that the fortieth Annual General Meeting of the Shareholders of APT Packaging Limited ("the Company") will be held on Thursday, December 31st, 2020 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM") to transact the following businesses:

I) ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31st March 2020, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the report of the Auditor's and Board's Report thereon.
2. To appoint a director in place of Mr. Sandeep Machhar (DIN: 00251892) who retires by rotation and being eligible offers themselves for re-appointment.

II) SPECIAL BUSINESS

3. **To consider and if thought fit, to pass with or without modification the following resolution as a Special resolution:-**

"RESOLVED THAT, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Rupali Bothara (DIN: 03484957), who was appointed as an Independent Director and who holds office of Independent Director up to 18st September, 2020 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 19st September, 2020 to 18th September, 2025 for a second term of 5 (five) consecutive years on the Board of the Company."

4. **To consider and if thought fit, to pass with or without modification the following resolution as a Special resolution:-**

"RESOLVED THAT, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gheverchand Bothara (DIN: 01616919), who was appointed as an Independent Director and who holds office of Independent Director up to 29th September, 2020 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office with effect from 30th September, 2020 to 29th September, 2025 for a second term of 5 (five) consecutive years on the Board of the Company."

5. **To consider and if thought fit, to pass with or without modification the following resolution as a Ordinary resolution:-**

"RESOLVED THAT, Considering the professional expertise and vast experience of M/s. Khandelwal Jain & Co, Chartered Accountants, Aurangabad in the field of Income tax, approval of the members be and are hereby granted for engaging the services of M/s. Khandelwal Jain & Co. and also the payment up to Rs.5,00,000/- (Rupees Five Lakhs Only) as professional fees with effect from 1st April, 2020".

“**FURTHER RESOLVED THAT**, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorized to take appropriate actions in this regard and release the fees as approved above.”

By Order of the Board

Date : 07/11/2020
Place: Aurangabad

Sd/-
Arvind Machhar
Managing Director
Din:- 00251843

SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special businesses mentioned in this notice for the Twelveth Annual General Meeting of the Members of the Company:

Item No.3 Reappointment of Mrs. Rupali A. Bothara (DIN: 03484957) as an Independent Director of the company for a second term of five years:-

Mrs. Rupali Bothara (DIN: 03484957) was appointed as an Independent Director of the company in the financial year 2014-15 for the period starting from 10th February, 2015 and consequently regularized in the annual general meeting held on 21st September, 2015. As per the provisions of Section 149 of the Companies Act,2013 and the Rules made there under, an Independent Director can be reappointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution and on disclosure of such reappointment in the Board's Report. Schedule IV of the Companies Act, 2013 provides for performance evaluation by the Board before extending the term of Independent Director. Mrs. Rupali Bothara has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act,2013 and Regulation 16(1)(b) of Listing Regulations and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013. In the opinion of the Board, Mrs. Rupali Bothara fulfils the conditions provided in the Act and the Rules made there under for reappointment as Independent Director and is independent of the management.

A brief profile of the Independent Directors to be appointed is given below:

Mrs. Rupali Abhijeet Bothara is a Bachelor of Commerce and also holds a Chartered Accountant Degree from the Institute of Chartered Accountant, Delhi and she is also the fellow member of the Institute. She is currently working as a partner at Khandelwal Jain & Co., Office No. 108-112, 1st Floor, City Pride building, Mondha Naka Signal, Jalna Road, Aurangabad. – 431001, Maharashtra India.

She has vast knowledge of Company Law Compliance Matters, formation, and legal compliances of LLP, Statutory, Internal, MVAT & Tax Audit of Public Sector Undertakings, Companies, Financial Institutions, Bank concurrent Audits Consultancy on Income Tax, Service Tax, Matters including Representation before Tax Authorities.

She has acted as a Chairman Position of Women Empowerment Committee of Aurangabad Branch of WIRC of ICAI and Treasurer of Jain International Women Organization (JIWO) and Member of Consumers Forum of LIC.

The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering the vast experience, knowledge and the possession of relevant expertise by Mrs. Rupali Bothara (DIN: 03484957) his continued association would be of immense benefit to the Board and recommend the Resolution for your approval.

Item No.4 Reappointment of Mr. Ghevarchand Bothara (DIN: 01616919) as an Independent Director of the company for a second term of five years.

Mr. Ghevarchand Bothara (DIN: 01616919) was appointed as an Independent Director of the company in the financial year 2014-15 for the period starting from 30th September, 2015 to 29th September, 2020. As per the provisions of Section 149 of the Companies Act,2013 and the Rules made there under, an

Independent Director can be reappointed for a second term of maximum 5 (five) years by obtaining approval of the shareholders by a way of special resolution and on disclosure of such reappointment in the Board's Report. Schedule IV of the Companies Act, 2013 provides for performance evaluation by the Board before extending the term of Independent Director. Mr. Ghevarchand Bothara has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013. In the opinion of the Board, Mr. Ghevarchand Bothara fulfils the conditions provided in the Act and the Rules made there under for reappointment as Independent Director and is independent of the management. Brief background of Mr. Ghevarchand Bothara is exhibited in this document separately. The Board of Directors and Nomination & Remuneration Committee are of the opinion that considering the vast experience, knowledge and the possession of relevant expertise by Mr. Ghevarchand Bothara (DIN: 01616919) his continued association would be of immense benefit to the Board and recommend the Resolution for your approval.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Ghevarchand Bothara and Mrs. Rupali Bothara (DIN:03484957) is concerned or interested financially or otherwise is in the said Resolution.

Item No. 5 Sanction of professional fees to M/s. Khandelwal Jain & Company, Chartered Accountants firm, Aurangabad.

Sh. G. M. Bothara and Mrs. Rupali Bothara, an Independent Director of the company are partners of Khandelwal Jain & Company, Chartered Accountants. Since, Sh. G. M. Bothara and Mrs. Rupali Bothara are providing professional services to company in a capacity of partner of said CA firm, any remuneration paid to the said firm will be violation of listing agreement. Further, as per the listing agreement the sanction is required from the Board of Directors and also from the members of the Company in their general meeting. Hence, the Board proposes to seek consent of the members of the Company by passing the aforesaid ordinary resolution. Apart from Sh. G. M. Bothara and Mrs. Rupali Bothara none of the other directors of the company are directly or indirectly concerned or interested in this resolution.

ANNEXURE A

NOTES FOR MEMBERS' ATTENTION

1. VIRTUAL MEETING

In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has *vide* its General Circular no. 20/2020 dated May 5, 2020 read with General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "meeting"), through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Members participating through the VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 ("Act").

Further, the Securities and Exchange Board of India ("SEBI") *vide* its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular") has granted further relaxations to ensure the AGM is conducted effectively. In compliance with the provisions of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

The deemed venue for the AGM will be place from where the Chairman of the Board conducts the meeting. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING

- a. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
- b. Members may note that the Notice and Annual Report 2019-20 will also be available on the website of Link Intime India Private Limited (“LIPL”) i.e. www.instavote.linkintime.co.in.

3. REGISTER TO RECEIVE COMMUNICATIONS ELECTRONICALLY

Members who have not registered / updated their e-mail address or mobile number with the Company but wish to receive all communication (including Annual Report) from the Company electronically may register / update their e-mail and mobile numbers on www.instavote.linkintime.co.in. Members are also encouraged to register / update their e-mail addresses or mobile number with the relevant Depository Participant.

4. STATEMENT UNDER SECTION 102 OF THE ACT

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, which sets out details relating to special business to be transacted at the meeting forms part of this notice. Also, relevant details with respect of Directors seeking appointment/re-appointment at the AGM, in terms of regulations 26(4) and 36 of the SEBI Listing Regulations and clause 1.2.5 of Secretarial Standards on General Meetings, are set out in Annexure A, which also form part of this notice.

5. PROXY

The 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. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

6. AUTHORISED REPRESENTATIVE

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Ganesh Palve, at gaanesh1@gmail.com with a copy marked to the Chief Financial officer at cmdoffice@aptpackaging.in not less than 48 (forty eight) hours before the commencement of the AGM i.e. by 4:00 p.m. on Tuesday, December, 31st, 2020.

7. DOCUMENTS OPEN FOR INSPECTION

Relevant documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act, are uploaded on the website of the LIPL at: www.instameet.linkintime.co.in. Documents required to be kept open for inspection by the Members at the AGM in terms of the applicable laws, shall be made available on www.instameet.linkintime.co.in.

8. E-VOTING

Pursuant to Section 108 of the Act, rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote, on the resolutions proposed to be passed at AGM, by electronic means.

The Company has engaged the services of LIPL to provide the remote e-voting facility on InstaVote and the e-voting system on the date of the AGM on InstaMeet. The Company has appointed Mr. Ganesh Palve (holding membership no. ACS 42980),