



# PLANTER'S POLYSACKS LIMITED

PPL/SE/2022-23  
Date: 06/09/2022

To,  
The Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Scrip ID: ZPPOLYSA  
Scrip Code: 523105

**Sub: Submission of Notice of the 37<sup>th</sup> Annual General Meeting (AGM) to be held on September 30, 2022 pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015**

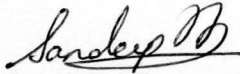
Dear Sir,

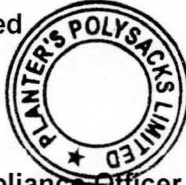
This is with reference to notice of 37<sup>th</sup> Annual General Meeting of the Company, which is scheduled to be held on Friday, 30<sup>th</sup> September, 2022 at 09.00 A.M. A copy of the notice of the Annual General Meeting is being sent to all the shareholders whose e-mail addresses are registered with the Company. The notice of the Annual General Meeting is also available on the website of the Company i.e. [www.planterspolysacks.com](http://www.planterspolysacks.com).

You are kindly requested to take note of the above.

Thanking you

Yours faithfully,  
For Planter's Polysacks Limited

  
Sandeep Jha  
Company Secretary and Compliance Officer



Encl: a/a

Regd. Office : Unit No. 1401, Real Tech Park, Plot No. 39/2, Sector No. 30A, Vashi, Navi Mumbai - 400 703.  
Tel No. : 022-2781 2035 • E-mail : [planters1111@gmail.com](mailto:planters1111@gmail.com) • Website : [www.planterspolysacks.com](http://www.planterspolysacks.com)

CIN – L19129MH1985PLC243116

**NOTICE**

**NOTICE is hereby given that 37<sup>th</sup> Annual General Meeting of the Members of Planter's Polysacks Limited (the "Company") will be held on Friday, 30<sup>th</sup> September, 2022 at 9.00 am at Office no. 1401, Real Tech Park, Plot No. 39/2, Sector No. 30A, Vashi, Navi Mumbai – 400703, Maharashtra to transact the following business:**

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**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2022 and reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Kamal Kumar Jain (DIN: 00418536), who retires by rotation and being eligible offers himself for re-appointment.
3. **To approve appointment of Statutory Auditor and fixing their remuneration.**

To consider and if thought fit to pass following resolution with or without modification as an **Ordinary Resolution;**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, for the time being in force (including any statutory modification(s) or re-enactment thereof) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, MNT and Associates LLP, Chartered Accountants (Firm Registration No. W100115), be and are hereby appointed as the Statutory Auditor of the Company, to hold office for a term of five consecutive years from the conclusion of this 37<sup>th</sup> Annual General Meeting until the conclusion of the 42<sup>nd</sup> Annual General Meeting, at such remuneration, taxes and out of pocket expenses, as recommended by the Audit Committee and decided by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorised to take such steps and do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution.

**SPECIAL BUSINESS:**

4. **Appointment of Mr. Samirkumar Sampat (DIN: 08116619) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) for the time being in force (including any statutory modification(s) or re-enactment thereof), Mr. Samirkumar Sampat (DIN: 08116619) who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 05, 2022 and who holds office up to the date of this Annual General Meeting in terms of

Section 161 of the Act and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with the Rules, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), for the time being in force (including any statutory modification(s) or re-enactment thereof) and any other law as may be applicable, the appointment of Mr. Samirkumar Sampat (DIN: 08116619) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from September 05, 2022 to September 04, 2027, be and is hereby approved.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to take such steps and do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution.”

#### **5. Appointment of Ms. Hetal Dave (DIN: 08397075) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) for the time being in force (including any statutory modification(s) or re-enactment thereof), Ms. Hetal Dave (DIN: 08397075) who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 05, 2022 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with the Rules, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), for the time being in force (including any statutory modification(s) or re-enactment thereof) and any other law as may be applicable, the appointment of Ms. Hetal Dave (DIN: 08397075) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from September 05, 2022 to September 04, 2027, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to take such steps and do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors  
For **Planter's Polysacks Limited**  
Sd/-

**Sandeep Jha**

**Company Secretary**

**Membership No: A67749**

Place: Navi Mumbai

Date: 05<sup>th</sup> September, 2022

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the registered office of the company not less than forty eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Items No. 4 and 5 and the Special Business given in the Notice of the Annual General Meeting (AGM), the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Clause 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as a Director at this AGM is furnished as Annexure – A to the Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive).
4. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting.
5. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Link Intime India Pvt. Ltd. or to their depository participants in case shares are held in depository form.
6. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
7. The Securities and Exchange Board of India (SEBI) vide has mandated the submission of Permanent Account Number (PAN) and other KYC details by every participant in securities market. Members are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company / RTA.
8. In terms of the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is providing the facility to its members as on cut-off date, being Friday, 23<sup>rd</sup> September, 2022 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of remote e-voting along with the User ID and Password are being mentioned herein below.
9. **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **Tuesday, 27<sup>th</sup> September, 2022 at 9.00 a.m. IST** and ends on **Thursday, 29<sup>th</sup> September, 2022 at 5.00 p.m. IST** during this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 23<sup>rd</sup> September, 2022**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have cast their vote by e-voting may also attend the meeting but shall not be entitled to cast their vote again. The facility for voting through e-voting voting system shall be also made available during the Meeting.
- (iii) The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the agency to provide e-voting facility.
- (iv) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- (v) The Board of director of the Company has appointed CS Shreyans Jain, Practicing Company Secretary, as Scrutinizer to scrutinize the e – voting process in a fair and transparent manner and he has communicated his consent to be appointed as Scrutinizer.

**i. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

**A. Applicable only for Individual members holding securities in Demat form.**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in Demat mode are allowed to vote through their demat accounts/ websites of Depositories / Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

**I. Individual Members (holding securities in demat mode) login through Depository Login method for Individual members holding securities in demat mode is given below:**

1. Existing user who have opted for Easi / Easiest
  - i. URL: <https://web.cdslindia.com/myeasi/home/login> or URL: [www.cdslindia.com](http://www.cdslindia.com)
  - ii. Click on New System Myeasi
  - iii. Login with user id and password.
  - iv. Option will be made available to reach eVoting page without any further authentication.
  - v. Click on e-Voting service provider name to cast your vote.
2. User not registered for Easi/Easiest
  - i. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/> Easi Registration
  - ii. Proceed with completing the required fields.
3. By visiting the e-Voting website of CDSL
  - i. URL: [www.cdslindia.com](http://www.cdslindia.com)
  - ii. Provide demat Account Number and PAN No.

- iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account

After successful authentication, user will be provided links for the respective ESP where the eVoting is in progress.

- II. Individual Members (holding securities in demat mode) login through their depository participants.

Individual Member can also login using the login credentials of his/her demat account through his/her Depository Participant registered with CDSL for e-Voting facility. Once login, the member will be able to see e-Voting option. Click on e-Voting option the member will be redirected to CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and the member will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.

**Help lines for login issues:**

Members can use the following helplines of CDSL to retrieve User ID/ Password in case they forget User ID and Password:

**Members facing any technical issue- CDSL:**

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 22- 23058542-43 / 1800225533.

**B. Applicable for Non-Individual members and members holding shares in physical form**

Non-individual shareholders viz Mutual Funds, Foreign Portfolio Investors, Banks / Financial Institutions, Insurance Companies, Bodies Corporates etc. and shareholders holding physical shares can directly login through [www.cdslindia.com](http://www.cdslindia.com) for casting votes during the e-voting period. Procedure and Instructions for remote e-voting are as under:

- a. Initial password is provided in the body of the email.
- b. Launch internet browser and type the URL: [www.cdslindia.com](http://www.cdslindia.com) in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. / DP ID Client ID will be your User ID. However, if you are already registered with [www.cdslindia.com](http://www.cdslindia.com) for e-voting, use your existing User ID and password for casting your votes.
- d. After entering the details appropriately, click on LOGIN.
- e. You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT i.e. Planters Polysacks Limited.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting /

dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

- i. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
  - k. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at [shreyanscs@gmail.com](mailto:shreyanscs@gmail.com) with a copy marked to [planters1111@gmail.com](mailto:planters1111@gmail.com) on or before 5 PM of 29<sup>th</sup> September, 2022.
10. The Scrutinizer shall immediately after the conclusion of AGM verify and count the votes casted at AGM and unblock the votes of e-voting in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
11. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company, [www.evotingindia.com](http://www.evotingindia.com) i.e. service provider within prescribed period and submitted to the Stock Exchange.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022, Notice of the AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose email address are registered with the Company / Depository Participants. Member may note that the Notice of AGM and the Annual Report 2021-22 has been uploaded on the website of the Company. The Notice can also be assessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

By Order of the Board of Directors  
For **Planter's Polysacks Limited**

Sd/-  
**Sandeep Jha**  
Company Secretary  
Membership No: A67749

Place: Navi Mumbai  
Date: 05<sup>th</sup> September 2022

## ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015;**

The following explanatory statement sets out in detail all material facts relating to the item of Special Business as mentioned in the accompanying Notice convening the Annual General Meeting of the Company;

**Item No. 2: To appoint a Director in place of Mr. Kamal Kumar Jain (DIN: 00418536), who retires by rotation and being eligible offers himself for re-appointment**

The details of the Director proposed to be re-appointed at the ensuing Annual General Meeting are given below

Name of the Director	Mr. Kamal Kumar Jain
Director Identification Number	00418536
Date of Birth	28.03.1963
Age	59 years
Date of first Appointment on the Board of the Company	04.08.2015
Expertise in specific functional area	Experience in the area of Accounting, Taxation, Financing and of Corporate restructuring
Qualification	Fellow Chartered Accountant
No. of Equity Shares held in the Company	Nil
Directorship in other Listed Companies as on 31.03.2021	Nil
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2021	Nil
Relationship amongst Directors	Nil

**Item No. 3: To approve appointment of Statutory Auditor and fixing their remuneration**

The term of existing Statutory Auditors M/s Bansilal Shah & Co., Chartered Accountants is coming to an end at the ensuing Annual General Meeting.

The Board and the Audit Committee considered various parameters while recommending the appointment of M/s. MNT and Associates LLP (FRN. W100115) as the Statutory Auditor of the Company including but not limited to their capability to serve the Company, market standing of the firm, clientele, technical knowledge, and found MNT and Associates LLP suited to provide audit services to the Company. Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, MNT and Associates LLP is eligible for appointment for a term of five consecutive years. MNT and Associates LLP has given consent for the appointment as the Statutory Auditor of the Company and has confirmed that the appointment, if made, will be within the limits and criteria prescribed under the provisions of the Act and the rules made thereunder.

Based on the recommendations of the Audit Committee and the Board of Directors of the Company, it is proposed to appoint MNT and Associates LLP, Chartered Accountants (Firm Registration No. W100115) as the Statutory Auditor of the Company for a term of five consecutive years from the conclusion of this 37<sup>th</sup> AGM till the conclusion of the 42<sup>nd</sup> AGM of the Company to be held in the year 2027.

The remuneration and other terms and conditions of the proposed appointment for the year 2022 – 2023 will be as recommended by the Audit Committee and approved by the Board, in discussion with the Statutory Auditor. For the subsequent years, the remuneration will be determined by the Board of Directors from time to time based on the recommendations of the Audit Committee and in consultation with the Statutory Auditor.

Your Directors recommend the Resolution at Item No. 3 for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

**Item No. 4: Appointment of Mr. Samirkumar Sampat (DIN: 08116619) as an Independent Director**

In order to broad base the composition of the Board up on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on September 05, 2022, appointed Mr. Samirkumar Sampat (DIN: 08116619) as an Additional Director of the Company with effect from September 05, 2022 and he holds office upto the date of this 37<sup>th</sup> Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act').

The Board of Directors also appointed Mr. Samirkumar Sampat as an Independent Director for a term of 5 consecutive years from September 05, 2022 to September 04, 2027, subject to the approval of the Members of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("the Act"), from a Member proposing candidature of Mr. Samirkumar Sampat for the office of Independent Director of the Company. Mr. Samirkumar Sampat has conveyed his consent to act as a Director of the Company.

In the opinion of the Board, the appointment of Mr. Samirkumar Sampat as an Independent Director of the Company would be in the interest of the Company. Mr. Sampat also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company. In the opinion of the Board, Mr. Samirkumar Sampat fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

Accordingly, it is proposed to appoint Mr. Samirkumar Sampat as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years on the Board of the Company.

He has given a declaration to the Board that he meets the criteria of independence as provided in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has also received other necessary disclosures and declarations from Mr. Samirkumar Sampat including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority.

As per Section 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members. Accordingly, the approval of the Members is sought for the appointment of Mr. Samirkumar Sampat as a Director and an Independent Director of the Company.

As required under Regulations 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed to, and forms part of this Notice.

Your Directors recommend the Resolution at Item No. 4 for approval of the Members by way of an Ordinary Resolution.

Except Mr. Samirkumar Sampat and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

#### **Item No. 5: Appointment of Ms. Hetal Dave (DIN: 08397075) as an Independent Director**

In order to broad base the composition of the Board up on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its meeting held on September 05, 2022, appointed Ms. Hetal Dave (DIN: 08397075) as an Additional Director of the Company with effect from September 05, 2022 and he holds office upto the date of this 37<sup>th</sup> Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act').

The Board of Directors also appointed Ms. Hetal Dave as an Independent Director for a term of 5 consecutive years from September 05, 2022 to September 04, 2027, subject to the approval of the Members of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("the Act"), from a Member proposing candidature of Ms. Hetal Dave for the office of Independent Director of the Company. Ms. Hetal Dave has conveyed her consent to act as a Director of the Company.

In the opinion of the Board, the appointment of Ms. Hetal Dave as an Independent Director of the Company would be in the interest of the Company. Ms. Dave also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company. In the opinion of the Board, Ms. Hetal Dave fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

Accordingly, it is proposed to appoint Ms. Hetal Dave as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years on the Board of the Company.

She has given a declaration to the Board that she meets the criteria of independence as provided in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has also received other necessary disclosures and declarations from Ms. Hetal Dave including the declaration that she is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority.

As per Section 149 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members. Accordingly, the approval of the Members is sought for the appointment of Ms. Hetal Dave as a Director and an Independent Director of the Company.

As required under Regulations 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed to, and forms part of this Notice.

Your Directors recommend the Resolution at Item No. 5 for approval of the Members by way of an Ordinary Resolution.

Except Ms. Hetal Dave and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

## ANNEXURE – A

**Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2, the details of the Director proposed to be appointed at the ensuing Annual General Meeting are given below:**

Name of the Director	Mr. Samirkumar Sampat	Ms. Hetal Dave
<b>Director Identification Number</b>	08116619	08397075
<b>Date of Birth</b>	26/11/1979	08/09/1988
<b>Age</b>	42 years	33 years
<b>Qualification</b>	H.S.C.	MA in Economics
<b>Date of first Appointment on the Board of the Company</b>	September 05, 2022	September 05, 2022
<b>Terms and Conditions of appointment / reappointment</b>	To be appointed as an Independent Director not liable to retire by rotation for 5 years with effect from 5 <sup>th</sup> September, 2022.	To be appointed as an Independent Director not liable to retire by rotation for 5 years with effect from 5 <sup>th</sup> September, 2022.
<b>Relationship amongst Directors</b>	None	None
<b>Expertise in specific functional area</b>	experience of a decade in the field of Stock Broking and Agriculture commodity broking	Professional Woman Independent Director in various Listed Companies
<b>No. of Equity Shares held in the Company</b>	NIL	NIL
<b>Directorship in other Listed Companies as on 31.03.2022</b>	1. RKD AGRI & RETAIL LIMITED 2. SHREE MANUFACTURING CO LIMITED 3. CHITRADURGA SPINTEX LIMITED	1. RKD AGRI & RETAIL LIMITED 2. SHREE MANUFACTURING CO LIMITED
<b>Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2022</b>	<p><b>Audit Committee Chairperson:</b></p> <p>1. RKD AGRI &amp; RETAIL LIMITED 2. SHREE MANUFACTURING CO LTD</p> <p><b>Nomination &amp; Remuneration Committee Chairperson:</b></p> <p>1. RKD AGRI &amp; RETAIL LIMITED 2. SHREE MANUFACTURING CO LIMITED</p> <p><b>Stakeholders Relationship Committee Chairperson:</b></p> <p>1. RKD AGRI &amp; RETAIL LIMITED</p>	<p><b>Audit Committee Member:</b></p> <p>1. RKD AGRI &amp; RETAIL LIMITED 2. SHREE MANUFACTURING CO LTD</p> <p><b>Nomination &amp; Remuneration Committee Member:</b></p> <p>1. RKD AGRI &amp; RETAIL LIMITED 2. SHREE MANUFACTURING CO LIMITED</p> <p><b>Stakeholders Relationship Committee Member:</b></p> <p>1. RKD AGRI &amp; RETAIL LIMITED</p>

	2. SHREE MANUFACTURING CO LIMITED	2. SHREE MANUFACTURING CO LIMITED
<b>Committee positions in other Public Companies</b>	NIL	NIL

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