

## **SHIVALIK AGRO POLY PRODUCTS LIMITED**

Regd. Office: Plot No. 1, Sector 3,  
Industrial Area, Parwanoo – 173 220 (H.P).  
CIN: L15131HP1976PLC003703

### **NOTICE**

Notice is hereby given that 41st Annual General Meeting of Shivalik Agro Poly Products Ltd.(CIN: U15131HP1976PLC003703) will be held at the Company's Registered Office at Plot No. 1, Sector 3, Industrial Area, Parwanoo (H.P) on Friday, the 28<sup>th</sup> September, 2018 at 12.30 Noon to transact the following business: -

### **ORDINARY BUSINESS**

1.To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2018 and the Profit and Loss Account for the period from 01.04.2017 to 31.03.2018 and reports of the Board of Directors and Auditors thereon.

2. To Declare dividend on equity shares for the year ended on 31.03.2018.

3.To appoint a Director in place of Mr. Prateek Mahajan (DIN: 01937881), who retires by rotation, and being eligible offers himself for re-appointment.

4.To appoint a Director in place of Mrs. Priyanka Mahajan (DIN:01408158) , who retires by rotation, and being eligible offers herself for re-appointment.

5. To ratify the appointment of M/s J.R.Khanna & Co, as Statutory Auditors of the company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and the rules framed there under, as amended from time to time, appointment of M/s J.R. khanna & Co., Chartered Accountants, Firm Registration number 004315N, as the Statutory Auditors of the Company made by the shareholders effective from 2016-17 to hold office for five years be and is hereby ratified for the third year 2018-19 to hold office till the conclusion of Annual General meeting to be held in the year 2019, at such remuneration as may be fixed by the Chairman & Managing Director of the Company."

### **SPECIAL BUSINESS:**

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

"Resolved that Mr. Naresh Arora, an independent director whose term of office would expire on 31.03.2019 be and is here by re appointed for another term of five years effective from 01.04.2019 to 31.03.2024 and shall hold office of independent director till the expiry of his term of appointment. Further resolved that pursuant to requirement of Section 149(13) of the Companies Act, 2013, the office of the appointee as an independent director shall not be liable to be determination by retirement of directors by rotation.

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

"Resolved that Mr. Sanjay Gupta, an independent director whose term of office would expire on 31.03.2019 be and is here by re appointed for another term of five years effective from 01.04.2019 to 31.03.2024 and shall hold office of independent director till the expiry of his term of appointment. Further resolved that pursuant to requirement of Section 149(13) of the Companies Act, 2013, the office of the appointee as an independent director shall not be liable to be determination by retirement of directors by rotation.

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

"Resolved that Mr. M.S.Raghav, an independent director whose term of office would expire on 31.03.2019 be and is here by re appointed for another term of five years effective from 01.04.2019 to 31.03.2024 and shall hold office of independent director till the expiry of his term of appointment. Further resolved that pursuant to requirement of Section 149(13) of the Companies Act, 2013, the office of the appointee as an independent director shall not be liable to be determination by retirement of directors by rotation.

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

"Resolved that Mr. Mannil Venugopalan, an independent director whose term of office would expire on 31.03.2019 be and is here by re appointed for another term of five years effective from 01.04.2019 to 31.03.2024 and shall hold office of independent director till the expiry of his term of appointment. Further resolved that pursuant to requirement of Section 149(13) of the Companies Act, 2013, the office of the appointee as an independent director shall not be liable to be determination by retirement of directors by rotation.

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

"Resolved that Mr. Tushar Dasgupta , an independent director whose term of office would expire on 31.03.2019 be and is here by re appointed for another term of five years effective from 01.04.2019 to 31.03.2024 and shall hold office of independent director till the expiry of his term of appointment. Further resolved that pursuant to requirement of Section 149(13) of the Companies Act, 2013, the office of the appointee as an independent director shall not be liable to be determination by retirement of directors by rotation.

By order of the Board  
**SHIVALIK AGRO POLY PRODUCTS LTD.**

Place: Mohali.  
Date: 03rd July, 2018

**PANKAJ K. MAHAJAN**  
Chairman & Managing Director  
**DIN: 00047519**

**NOTES:**

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
2. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of himself/herself and the proxy so appointed need not be a member of the Company. A proxy form attached herewith is to be lodged at the Registered Office of the Company 48 hrs. before the time of the meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying

voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting

5. Relevant documents, if any, referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days except Saturdays of the Company, during business hours up to the date of the Meeting.

6. The Register of Members and Share Transfer Books of the Company will be closed from 20th September 2018 to 25<sup>th</sup> September 2018 (both days inclusive).

7. Members are requested to bring their copies of Annual Reports to the meeting.

8. Subject to the provisions of section 123 of the Companies Act, 2013, dividend, as recommended by the Board of Directors, if approved at the Meeting, will be payable on or after the Annual General Meeting i.e 28.09.2018 but within the Statutory time limit, to those Members whose names appear in the Register of Members as on 25.09.2018 in respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as per details furnished by the depositories for this purpose.

9. Members are requested to notify any change in their address, mandates etc., holding shares in dematerialized form directly to the concerned Depository participant. And in case of shares held in physical form, to the Company's Registrar and Share Transfer Agents, M/s Abhipra Capital Limited Abhipra Complex, A-387, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, Delhi-110033.

10. Members holding shares in Demat form may please note that the bank account details given by them to their Depository Participants (DPs) and passed on to the Company by such DPs may be printed on the dividend instruments of the concerned members. However, if any Member wants to receive dividend in any other bank account, such Member should change / correct the bank account details with their concerned DPs. The Company would not entertain any request from such shareholders directly for deletion / change in the bank account details printed on the dividend instrument on the basis of information furnished by the DPs to the Company.

Members holding shares in physical form are advised to submit particulars of their bank account, viz., name and address of the branch of the bank, 9 digit MICR code of the branch, type of account and account number latest by 25.09.2017 to the Company or the Registrar, M/s Abhipra Capital Limited Abhipra Complex, A-387, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, Delhi-110033.

11. Members who hold shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 as amended up to date with the Company's RTA in respect of all the shares held by them whether singly or jointly. Members holding shares in demat form may contact their respective depository participants for recording of nomination.

12. Members having multiple folios are requested to intimate to the registrar M/s Abhipra Capital Limited, Abhipra Complex, A-387, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, Delhi-110033 such folios to enable the Company to consolidate all shareholdings into one folio.

13. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.

14. Members are requested to encash their dividend cheques if not done earlier for the dividend

declared by company for the year 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17. Members may please note that dividends not claimed within seven years from the date of transfer to the company's unpaid dividend account, will, as per section 205 of the Companies Act, 1956 (Section 124 of the Companies Act, 2013) be transferred to Investor Education and Protection Fund.

15.The register of directors and key managerial personnel and their shareholdings maintained under Section 170 of the companies Act, 2013 will be available for inspection by the members at the AGM

16.The register of contracts or arrangements in which directors are interested maintained under Section 189 of the companies Act, 2013 will be available for inspection by the members at the AGM

17.Appointment / Reappointment of Directors:

Information / details as required under the Corporate Governance Code in respect of persons being appointed/reappointed as Directors at this Annual General Meeting is not given as the same is not applicable to the company.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

#### **Item No. 5 (although an Ordinary Business, explanation given for the information of shareholders)**

M/s J.R. Khanna & Company were appointed as statutory auditors on the conclusion of the Annual General Meeting held in the year 2016 for a period of five years as per Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

As per Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, appointment of statutory auditors required to be ratified at every Annual General Meeting. Therefore, the appointment of statutory auditors is being placed for ratification before the members.

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

**Item No. 6 to 10.** Mr. Naresh Arora, Mr. Sanjay Gupta, Mr. M.S.Raghav, Mr. Mannil Venugopalan and Mr. Tushar Dasgupta were appointed as independent directors effective from 01.04.2014 for a term of five years as required u/s 149 of the Companies Act, 2013. The term of appointment of the said independent directors shall expire on 31.03.2019. The Board of Directors at their meeting held on 03.07.2018 have considered the reappointment of all said independent directors in terms of section 149 of the said Act, and are of the opinion that they fulfill the conditions specified in this Act for such an appointment. Therefore, the matter is placed before the members of the company for their approval to be passed by way of special resolution as provided under section 149(10) of the Companies Act, 2013.

By order of the Board  
**SHIVALIK AGRO POLY PRODUCTS LTD.**

Place: Mohali.  
Date: 03<sup>rd</sup> July, 2018

**PANKAJ K. MAHAJAN**  
Chairman & Managing Director  
**DIN: 00047519**