

SHIVALIK AGRO POLY PRODUCTS LIMITED

Regd. Office: Plot No. 1, Sector 3,
Industrial Area, Parwanoo – 173 220 (H.P).
CIN: U15131HP1976PLC003703

NOTICE

Notice is hereby given that 43rd 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 Wednesday, the 30th September, 2020 at 12.00 Noon to transact the following business: -

ORDINARY BUSINESS

- 1.To receive, consider and adopt the audited Balance Sheet as at 31st March, 2020 and the Profit and Loss Account for the period from 01.04.2019 to 31.03.2020 and reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividends on equity shares and to declare a final dividend on equity shares for the year ended on 31.03.2020.
3. To appoint a Director in place of Mrs. Alka Mahajan (DIN: 01148833), who retires by rotation, and being eligible offers herself for re-appointment.
- 4.To appoint a Director in place of Dr. G.D.Tyagi (DIN:00063000), who retires by rotation, and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Prateek Mahajan (DIN: 01937881) who retires by rotation, and being eligible offers himself for re-appointment.
6. To appoint a Director in place of Mrs. Priyanka Mahajan (DIN: 01408158) who retires by rotation, and being eligible offers herself for re-appointment.
7. To fix remuneration of Statutory Auditors, M/s J.R. Khanna & Company, Chartered Accountants, Firm Registration number 004315N.

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 and as per the approval of the members for appointment of M/s J.R. Khanna & Company, Chartered Accountants, Firm Registration number 004315N as statutory auditors on the conclusion of the Annual General Meeting held in the year 2016 effective from the year 2016-17 to hold office up to the year 2020-21 i.e up to the conclusion of the Annual General meeting to be held in the year 2021 for a period of five years, the Chairman & Managing Director be and is hereby authorized to fix the remuneration payable to the statutory auditors for the year 2020-2021."

SPECIAL BUSINESS:

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

"**RESOLVED** that Mr. Manbir Singh, who was appointed as an additional Director of the Company by the Board of Directors on 27.12.2019 u/s 161 of the Companies Act, 2013 and holds office up to the date of this Annual General Meeting in respect of whom the Company has received a notice along with requisite deposit proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, who shall be liable to retire 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 pursuant to the provisions of Section 197 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 as amended, approval be and is hereby accorded to the revised remuneration of Mrs. Priyanka Mahajan as a legal advisor effective from 01.01.2020 for the intermittent period of her appointment of three years on a monthly retainer ship basis to seek her advice on Company’s legal matters from time to time presently on a fixed monthly retainer ship from Rs.1,00,000/- to Rs.1,60,000/ -plus out of pocket expenses, if any, as may be incurred by her which may be necessary and incidental there to. Further resolved that the appointment shall not be on whole time basis, and the remuneration shall be paid purely as a professional person being in the opinion of the board the appointee holds professional qualification for practice the profession of a lawyer.

FURTHER RESOLVED that Mr. Pankaj Mahajan Chairman & Managing Director be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution including signing of all required papers and forms as may be required to be filed with the concerned authorities.”

(None of the Directors except the appointee herself who holds 19590 (2.21%) of equity shares , and Mr. Pankaj Mahajan, Chairman & Managing Director as also a major shareholder holding 594127 (67.06%) equity of the total company’s equity , Mrs Alka Mahajan, Vice Chairperson and shareholder holds 70612 (7.97%) equity shares , Mr. Prateek Mahajan, Director and shareholder holds 42510 (4.80%) equity shares being relatives are concerned and interested in the resolution).

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

“RESOLVED that in accordance with the provisions of section 196 & 197 read with schedule V and other applicable provisions of the Companies Act, 2013, approval be and is hereby accorded to the re-appointment of Dr. G.D.Tyagi (DIN: 00063000) as Whole Time Director designated as Executive Director (Technical & Operations) to look after the technical affairs of the company’s Works at Parwanoo for a further period of three years effective from 11.02.2020 and up to 10th February, 2023 on expiry of his existing terms of appointment on 10.02.2020. The appointee would draw his existing remuneration up to 31.03.2020. But effective from 01.04.2020 the appointee would draw revised basic pay of Rs.1,40,000/- per month besides other perquisites and commission of 1% of the net profit of the company in a particular year during his tenure but within overall ceiling laid down in section 197 of the Companies Act, 2013 as amended on the terms, conditions and remuneration so as the minimum remuneration in case of inadequacy of profits not to exceed the parameters as laid down in schedule V to the companies Act, 2013 or any amendments thereto. Further, Dr. Tyagi shall continue to be under the Superintendent, control and directions of the Chairman & Managing Director of the Company and shall be liable to be retire by rotation. The re-appointment shall be in continuation of the earlier appointment. The details of revised remuneration of Dr. G.D.Tyagi would be as under:-

1. Salary: Rs. 125000/- per month plus other perquisite from 11.02.2020 and up to 31.03.2020. Effective from 01.4.2020, Rs. 1,40,000/- per month in the range of Rs.140000/- to Rs.1,60,000/- for further period of his tenure of reappointment in such increments plus other perquisites as may be decided by the Chairman & Managing Director from time to time.

2. COMMISSION: 1% of net profits of the Company in a particular year.

3. Perquisites: Perquisites will be allowed in addition to salary not to exceed the annual salary of the appointee and classified in to three categories A,B & C as follows and the ceiling shall apply to the category A

Category – A

i) Housing:

a) Housing – I

The expenditure by the Company or hiring furnished accommodation for the appointee will be subject to a ceiling of 50% of the salary, over and above 10% payable by the appointee.

b) Housing – II

In case the accommodation is owned by the Company, 10% of salary of the appointee shall be deducted by the Company.

c) Housing III

In case no accommodation is provided by the Company, the appointee shall be entitled to house rent allowance at the rate of 50% of his revised basic pay.

(ii) Other allowances: Other allowances shall be to the extent of Rs. 5000/- Per month.

(iii) Medical Reimbursement:

All hospital and medical expenses incurred for the appointee and the family, subject to a ceiling of one month's basic salary in a year or three months salary over a period of three years or as per rules of the company.

(iv) Leave Travel Concession:

For the appointee and his family, once in a year incurred in accordance with the rules of the Company.

(v) Club Fee:

Fees of one club excluding admission and life membership.

(vi) Personal Accident Insurance :

Premium not to exceed Rs.4000/- per annum .

(Explanation: Family means the spouse, the dependent children and dependent parents of the appointee.)

Category – B

(i) Company's contribution to provident Fund, Superannuation fund or Annuity Fund to the extent either singly or put together are not taxable under the Income Tax Act, Gratuity not exceeding half month's salary for each completed year of service.

(ii) Encashment of unavailed leave shall be allowed as per the rules of the Company.

Category – C

The Company shall provide a self-driven car for use on Company's business. The Company shall also provide telephone facility at residence. However, use of car for private purposes and personal long distance calls on telephone shall be payable by the appointee.

The above appointment may be terminated by either party by giving to other party three months' notice.

Dr. G.D.Tyagi has been appointed by virtue of his employment with the Company and his appointment is subject to the relevant provisions of the Companies Act, 2013. Dr. G.D.Tyagi shall not be entitled to supplement his earnings under any agreement with any buying or selling agency and shall also not be interested directly or indirectly through spouse or minor children in any Selling Agency of the Company without the prior approval of the Central Government.

FURTHER RESOLVED that Mr. Pankaj Mahajan Chairman & Managing Director be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution including signing of all required papers and forms to be filed with the concerned Registrar of Companies and/or other authorities.”

(None of the Directors except the appointee himself holding 4200 (0.47%) equity shares is concerned and interested in the resolution).

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

“**RESOLVED** that pursuant to the provisions of section 196 & 197 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval be and is hereby accorded to the re-appointment and remuneration package of Mr. Pankaj Kumar Mahajan (DIN: 00047519), Chairman & Managing Director for another term of three years w.e.f 1st April, 2020 and up to 31.03.2023 on a revised basic salary of Rs. 6,00,000/- per month in the range of revised slab i.e Rs. 6,00,000/-to Rs. 7,00,000/- per month for further period besides other perquisites and commission of 1% of the net profit of the company in a particular year with in overall ceiling laid down in sections 197 and schedule V of the Companies Act, 2013 as amended time to time, on the terms, conditions and remuneration during his tenure so as the minimum remuneration in case of inadequacy of profits not to exceed the parameters as laid down in schedule V to the companies Act, 2013 or any amendments thereto. That Sh Pankaj Kumar Mahajan shall continue to have the substantial powers of the management subject to the superintendence, control and directions of the Board of Directors of the Company and shall not retire by rotation. The re-appointment shall be in continuation of the earlier appointment. The details of revised remuneration of Mr. Pankaj Kumar Mahajan would be as under:-

A. SALARY:

Rupees 6,00,000/- per month with effect from 1st April, 2020 in the range of Rs.6,00,000/-to Rs. 7,00,000/- per month for further period in such increments during his tenure of service as may be decided by the Board of Directors time to time.

B. COMMISSION:

1% of net profits of the Company in a particular year.

C. PERQUISITES AND ALLOWANCES :

Perquisites such as House Rent Allowance (HRA) @ 60% of salary or Rent free furnished accommodation in lieu of HRA and reimbursement of expenditure incurred on gas, electricity, water furnishing, upkeep & maintenance etc., clubs fee, provision of a car with driver, telephone facility at residence, leave, health care for self & wife and Leave Travel Assistance for self and wife as may be decided by the board of directors of the company from time to time.

D. RETIRMENT BENEFITS :

Contribution to provident fund, gratuity fund and encashment of leave as per rules of the company.

Provided that the remuneration payable to Mr. Pankaj kumar Mahajan as Chairman & Managing Director including salary, Commission, perquisites, benefits & amenities etc. shall not exceed the limits as laid down in Sections 197 read with Schedule V of the Companies Act, 2013 and the Rules made there under as amended time to time.

The above appointment may be terminated by either party by giving to other party Six months' notice.

Mr. Pankaj Mahajan was appointed by virtue of his employment with the Company and his appointment is subject to the provisions of relevant provisions of the Companies Act, 2013. Mr.

Pankaj Mahajan shall not be entitled to supplement his earnings under any agreement with any buying or selling agency and shall also not be interested directly or indirectly through spouse or minor children in any Selling Agency of the Company without the prior approval of the Central Government.

FURTHER RESOLVED that Mr. Pankaj Mahajan Chairman & Managing Director be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution including signing of all required papers and forms to be filed with the concerned Registrar of Companies and/or other authorities."

(None of the Directors except the appointee himself holding 594127 (67.06%) equity shares in the company, and Mrs Alka Mahajan, Vice Chairperson holding 70612 (7.97%) equity shares , Mrs Priyanka Mahajan and Mr. Prateek Mahajan Directors holding 19590 (2.21%) and 42510 (4.80 %) equity shares respectively being relatives are concerned and interested in the resolution).

By order of the Board
SHIVALIK AGRO POLY PRODUCTS LTD.

Place: Mohali.
Date: 05th September, 2020

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 24th September 2020 to 26th September 2020 (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 30.09.2020 but within the Statutory time limit, to those Members whose names appear in the Register of Members as on 26.09.2020. 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.

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ company,s Registrar (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to saplmoh@sappl.co.in and rta@abhipra.com well in time before the date of AGM. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% or as applicable.

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 26.09.2020 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 Company's Registrar and Share Transfer Agent, 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. Transfer of unpaid dividend and shares to Investor Education and Protection Fund (IEPF)

(a) Members are requested to encash their dividend cheques if not done earlier for the dividend declared by company for the year 2012-13, 2013-14, 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19. Members may please note that dividends not claimed within seven years from the date of transfer to the company's unpaid dividend account, will, be transferred to Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF) as amended time to time. It may be noted that once the amounts in the unpaid dividend accounts are transferred to the IEPF, no claim shall lie against the Company in respect thereof. The Company has uploaded the information of unclaimed / unpaid dividend lying with the Company as per Section 124 of the Companies Act, 2013 read with IEPF Rules on the website of the Company (www.shivalikagropoly.com).

(b) Pursuant to Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with Section 124 of the Companies Act, 2013, all the shares in respect of which dividend has not been claimed by the shareholder for a period of seven (7) consecutive years or more, shall be transferred to Investor Education and Protection Fund (IEPF). Upon transfer of such shares, all corporate benefits accruing on such shares shall also be credited to the IEPF and the Voting Rights on such shares shall remain frozen till the rightful owner claims the shares. Members may also note that dividends for the year 2011-12 already stood transferred to the Investor Education and Protection Fund (IEPF).

Further, the Company has also initiated necessary action for transfer of shares in respect of which dividend declared for the financial year 2012-13 has not been claimed by the members for seven (7) consecutive years or more. Intimations have been sent to the concerned shareholders through individual notices and also advertised in the Newspapers requesting them to en-cash their unclaimed dividends (before 07th October, 2020) failing which the corresponding shares shall be transferred to IEPF without further notice. The list of concerned Shareholders and the corresponding shares would be available after the same are transferred on the Company's website (www.shivalikagropoly.com).

However, Members can claim unpaid dividend as well as shares from IEPF Authority by making an application in Form IEPF-5 online on www.iepf.gov.in and sending the physical copy of the same duly signed (as per specimen signatures attested by their bankers) along with requisite documents, enumerated in the said Form IEPF-5, to the Company or to M/s Abhipra Capital Limited, Registrar and Transfer Agents of the Company for verification of claim. Member can file only one consolidated claim in a financial year as per the IEPF Rules.

15. MCA, vide its notification dated 10th September, 2018, has prescribed that securities of unlisted public companies can be transferred only in dematerialized form on or after 02.10.2018. Accordingly, Members holding shares in physical form are requested to convert their holding(s) in dematerialized form.

16.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. 7 (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 Companies (Amendment) Act, 2017, appointment of statutory auditors is now not required to be ratified at every Annual General Meeting. Therefore, the appointment of statutory auditors is not being placed for ratification before the members. However, the approval for fixation of their remuneration is being sought from 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.8. In order to broad base the board of directors, Mr. Manbir Singh was appointed as an additional director by the board of directors of the company at their meeting held on 27.12.2019 as per the provisions of section 161 of the Companies Act, 2013, he holds office as director only up to the date of ensuing Annual General Meeting and his appointment as director is required to be approved by the members at their meeting. As required by Section 160 of the Companies Act, 2013, notice have been received from a member along with requisite deposit signifying his intention to propose his appointment as a director liable to be retire by rotation. The Board consider it desirable that the Company should continue to avail itself of his services. Therefore, the members approval is being sought for appointment of Mr. Manbir Singh as a director liable to retire by rotation by way of ordinary resolution as placed before the members.

None of the directors of the company except the appointees himself, are interested or concerned in the resolution.

ITEM NO.9. Mrs. Priyanka Mahajan, a Commerce and Law graduate, as also Master of Laws in International Trade Law from Sussex University, U.K. and a Director of the company was re-appointed as a legal advisor on a monthly retainer-ship basis in the interest of company's business effective from 01.03.2019 for a period of three years on a monthly retainer-ship of Rs.1,00,000/-/- with no increase as per earlier plus out of pocket expenses, if any, to seek her advice on Company's legal matters as may be required from time to time. The board at their meeting held on 27.12.2019 in view of the market conditions and the efforts being made by her and time spent for the company, revised her monthly retainer-ship effective from 01.01.2020 for the intermittent period of her appointment as per the resolution being placed before the members. Since this would be a related party transaction as the appointee was a relative of the chairman and other directors, his family members. Pursuant to Section 188 (f) read with Companies (Meetings of Board and its Powers) Rules, 2014 of the companies Act, 2013 as amended, the appointment would be within the powers of the board as the remuneration payable would be less than the monthly limit as has been prescribed there under. The appointment however is subject to shareholders' approval by way of special resolution as provided under Section 197 of the Companies Act, 2013 as amended. Section 197(4) of the Act provides that remuneration payable to a director shall be inclusive of the remuneration payable to a director for the services rendered in any other capacity, but such remuneration shall not be included if (a) services rendered are of a professional nature; and (b) in the opinion of board of directors, the appointee director possesses the requisite qualification for the practice of the profession. The board, therefore, opined at the time of her re-appointment that Mrs. Priyanka Mahajan being a Commerce and Law graduate, as also Master of Laws in International Trade Law from Sussex University, U.K., holds a professional qualification for the practice of profession of a lawyer. The board therefore approved the revised remuneration of Mrs. Priyanka Mahajan as a legal advisor to seek her advice on company's legal matters time to time on a monthly retainer-ship basis effective from 1.01.2020 for the intermittent period of her appointment. Therefore, the matter is being placed before the members for their approval to be passed by way of special resolution.

A copy of the resolution passed by the Board of Directors in this regard may be inspected at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all the working days except Saturday.

ITEM NO.10. Members are aware that Mr. Pankaj K. Mahajan was appointed as Managing Director since 2005, and in continuation to his earlier appointments he was reappointed time to time and earlier re appointed effective from 1st April, 2017 for a period of three years, and his appointment expired on 31st March, 2020. It is stated that under his dynamic leadership, the company had made substantial overall growth including in its turnover as also in its profitability since his appointment as Managing Director in the company. Presently, he is drawing a monthly salary of Rs. 5,00,000/- along with other perquisites such as Housing, Medical reimbursement, LTC, Club fees, Provision of car with driver, Encashment of leave etc. besides commission of 1% of the net profit of the company in a particular year with in overall ceiling laid down in the Companies Act, 2013. The board has

considered the re-appointment of Mr. Mahajan as Chairman & Managing Director for another term of three years effective from 01.04.2020 in continuation to his earlier appointment upon consideration of Mr. Pankaj Mahajan,s significant role, strong and purposeful leadership, outstanding contribution to the company on a revised remuneration as set out in the resolution being placed before the members.

The Board of Directors seek approval of the shareholders for the remuneration package, and re-appointment of Mr. Pankaj Mahajan, Chairman & Managing Director of the Company on the terms and conditions as set out in the special resolution.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment of Mr. Pankaj Kumar Mahajan as required under Section 190 of the Companies Act, 2013.

Disclosure under applicable provisions of Secretarial Standards on General Meetings has been annexed hereto and marked as *Annexure A*.

Statement as required under Schedule V of the Companies Act, 2013 with reference to special Resolution at Item No. 10 has been annexed hereto and marked as *Annexure B*.

None of the Directors except the appointee himself holding 594127 (67.06%) equity shares in the company, and Mrs Alka Mahajan, Vice Chairperson holding 70612 (7.97%) equity shares , Mrs Priyanka Mahajan and Mr. Prateek Mahajan Directors holding 19590 (2.21%) and 42510 (4.80 %) equity shares respectively being relatives are concerned and interested in the resolution.

A copy of the resolution passed by the Board of Directors on 31.03.2017 in this regard may be inspected at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all the working days except Saturday.

ITEM NO.10. Dr.G.D.Tyagi (DIN:00063000) had been appointed as the Whole Time Director designated as Executive Director (Technical & Operations) to look after the technical affairs of the company's Works at Parwanoo for a period of five years up to 10th February, 2020. His appointment accordingly expired on 10th February, 2020. In view of his contributions made towards the growth of the company, It was decided by the Board that the company should continue to avail of his services for another period of three years effective from 11.02.2020, therefore, considered in its meeting held on 27.12.2019 to reappointment him for another period of three years effective from 11.02.2020 on the terms and revised remuneration as set out in the resolution being placed before the members.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment of Dr. Gordhan Das Tyagi as required under Section 190 of the Companies Act, 2013.

Disclosure under applicable provisions of Secretarial Standards on General Meetings has been annexed hereto and marked as *Annexure A*.

Statement as required under Schedule V of the Companies Act, 2013 with reference to special Resolution at Item No. 11 has been annexed hereto and marked as *Annexure B*.

Since the re-appointment and revision in the remuneration requires approval from the members by way of special resolution, the matter is placed for approval along with the authority to revise further remuneration by the Chairman & Managing Director time to time as proposed in the special resolution being placed before the members.

None of the Directors except the appointee himself holding 4200 (0.47%) equity shares is concerned and interested in the resolution.

A copy of the resolution passed by the Board of Directors in this regard may be inspected at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all the working days except Saturday.

ITEM NO.11. Members are aware that Mr. Pankaj K. Mahajan was appointed as Managing Director since 2005, and in continuation to his earlier appointments he was reappointed time to time and earlier re appointed effective from 1st April, 2017 for a period of three years, and his appointment expired on 31st March, 2020. It is stated that under his dynamic leadership, the company had made substantial overall growth including in its turnover as also in its profitability since his appointment as Managing Director in the company. Presently, he is drawing a monthly salary of Rs. 5,00,000/- along with other perquisites such as Housing, Medical reimbursement, LTC, Club fees, Provision of car with driver, Encashment of leave etc. besides commission of 1% of the net profit of the company in a particular year with in overall ceiling laid down in the Companies Act, 2013. The board has considered the re-appointment of Mr. Mahajan as Chairman & Managing Director for another term of three years effective from 01.04.2020 in continuation to his earlier appointment upon consideration of Mr. Pankaj Mahajan,s significant role, strong and purposeful leadership, outstanding contribution to the company on a revised remuneration as set out in the resolution being placed before the members.

The Board of Directors seek approval of the shareholders for the remuneration package, and re-appointment of Mr. Pankaj Mahajan, Chairman & Managing Director of the Company on the terms and conditions as set out in the special resolution.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment of Mr. Pankaj Kumar Mahajan as required under Section 190 of the Companies Act, 2013.

Disclosure under applicable provisions of Secretarial Standards on General Meetings has been annexed hereto and marked as *Annexure A*.

Statement as required under Schedule V of the Companies Act, 2013 with reference to special Resolution at Item No. 10 has been annexed hereto and marked as *Annexure B*.

None of the Directors except the appointee himself holding 594127 (67.06%) equity shares in the company, and Mrs Alka Mahajan, Vice Chairperson holding 70612 (7.97%) equity shares , Mrs Priyanka Mahajan and Mr. Prateek Mahajan Directors holding 19590 (2.21%) and 42510 (4.80 %) equity shares respectively being relatives are concerned and interested in the resolution.

A copy of the resolution passed by the Board of Directors on 31.03.2017 in this regard may be inspected at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all the working days except Saturday.

Annexure A

Additional Information required to be given as per Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given below :

DIN No.	00047519	00063000
Original Date of Appointment	21.02.2005	11.02.2005
Qualification(s)	Commerce Graduate and Associate Member of Institute of Marketing and Management,	PHD in Chemical Technology
Experience (including expertise in specific functional area)	Mr. Pankaj Mahajan, a Commerce Graduate and Associate Member of Institute of Marketing and Management, has vast experience in the field of finance and operations. He has been working with the company since over 26 years, and has been handling key positions in the company. He took over as Managing director of the Company w.e.f 21.02.2005. Presently, He is the Chairman & Managing Director.	Dr. G.D. Tyagi, PHD in Chemical Technology is working in the Company since over 23 years and at present holds the key position. He has overall experience of around 28 years in the field of manufacturing of various type of Chemicals such as Paints /Coatings, Polyol, PU products and allied Chemicals with the expertise in Oils, Paints, Plastics, PU and other allied Chemicals. He has been on the board of our company since 2005 and presently is Executive Director (Technical & Operations)
Terms and Conditions of appointment/ re-appointment including detail of remuneration sought to be paid	Terms and conditions of the appointment and detail of remuneration sought to be paid is indicated in Resolution No. 11	Terms and conditions of the appointment and detail of remuneration sought to be paid is indicated in Resolution No. 10.
Details of remuneration last drawn (FY 2019-2020)	Rs. 132.42 Lac	Rs. 41.68 Lac
Board Membership of other companies [excluding Shivalik Agro Poly Products Limited] as on March 31, 2020	<ol style="list-style-type: none">1. ShivalikPrismo India Pvt. Ltd.2. P.P.Perfect Pacs Pvt. Ltd.3. PJM Management Services Pvt. Ltd.4. APPP Infrastructure Pvt. Ltd.5. Rozelle Cosmetics Pvt. Limited6. Shivalik Prismatic India Pvt. Ltd.-Company Struck Off.7 ShivatheneLinopack Pvt. Ltd (Under process of Striking off.)	<ol style="list-style-type: none">1. Shivalik Prismo India Private Limited.2. Shivalik Prismatic India Pvt. Ltd.- (Company struck off.)
Chairman[C]/Member[M] of the Committee of the Board of Directors of the companies in which he/she is a director as on March 31, 2020	Shivalik Agro Poly products Limited. -Shareholders/Investors Grievance Committee(M) - CSR Committee-C	Shivalik Agro Poly products Limited. -Shareholders/Investors Grievance Committee(M)
No. of Board Meetings attended during FY 2019- 2020	5	5
No. of shares held in the Company as on March 31, 2020	594127 (67.06%)	4200 (0.47%)
Relationship with other Directors and KMPs	Mrs. Alka Mahajan- wife Mrs. Priyanka Mahajan- Daughter Mr. Prateek Mahajan-Son	NIL

Annexure -B**STATEMENT REFERED TO IN SCHDULE V AS AMENDED TO THE COMPANIES ACT, 2013 IN RESPECT OF APPOINTMENT OF WHOLE TIME DIRECTORS.****I. General Information:**

- Nature of industry:** The company is a manufacturing Company, and manufacture Low Density Polythene film, Lay flat tubing, Polyols and P.U. Systems.
- Date or expected date of commencement of commercial production:** 1976-77
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :** - NA-
- Financial performance based on given indicators :**

(Fig. in Rs. Lacs)

Particulars	2018-19	2017-18	2016-17
Gross Sales & Other income	7816.35	5873.42	8112.97
Profit Before tax	1400.25	1227.70	875.45
Profit after tax	1037.03	895.98	699.17
Cash Generation	1121.66	965.29	951.54
Net Worth	8689.09	7678.77	6804.12
EPS	117.05	101.13	78.91

5. Foreign investments or collaborators, if any: NIL**II. Information about the appointees:**

	Mr. Pankaj Mahajan	Dr. G.D.Tyagi
(1)Background details	Mr. Pankaj Mahajan, a Commerce Graduate and Associate Member of Institute of Marketing and Management, has vast experience in the field of finance and operations. He has been working with the company since over 26 years, and has been handling key positions in the company. He took over as Managing director of the Company w.e.f 21.02.2005. Presently, He is the Chairman & Managing Director.	Dr. G.D. Tyagi, PHD in Chemical Technology is working in the Company since over 23 years and at present holds the key position. He has overall experience of around 28 years in the field of manufacturing of various type of Chemicals such as Paints /Coatings, Polyol, PU products and allied Chemicals with the expertise in Oils, Paints, Plastics, PU and other allied Chemicals. He has been on the board of our company since 2005 and presently is Executive Director (Technical & Operations)
(2) Past remuneration	Mr. Pankaj K. Mahajan at present is drawing a monthly basic Salary of Rs. 5,00,000/- w.e.f 01.04.2019 plus other perquisites and commission @ 1% of the net profit of the company in a particular year subject to overall ceilings laid down in Section 197 and other relevant provisions of the Companies Act, 2013.	Dr. G.D.Tyagi at present is drawing a monthly basic Salary of Rs. 1,25,000/-w.e.f 01.04.2019 plus other perquisites restricted to an amount equal to the annual salary but subject to overall ceilings laid down in Section 197 and other relevant provisions of the Companies Act, 2013.
(3)Recognition or awards :	NIL	NIL
(4)Job Profile and his	Mr. Pankaj Mahajan shall	Dr. G.D.Tyagi shall be managing

suitability	be managing the overall affairs having substantial powers of the management subject to superintendence, control and directions of the Board of Directors of the company, and shall be best suitable to the company being having vast experience in the same line of activities.	the overall technical affairs of company's works as an Executive Director (Technical & Operations) subject to superintendence, control and directions of the Chairman & Managing Director of the company, and shall be best suitable to the company being having vast experience in the same line of activities
(5) Remuneration proposed	As set out in the resolution	As set out in the resolution
(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin	Since this kind of industry being alone in the area, Comparative remuneration profile is not possible. However in view of the position to be handled, responsibilities to be shouldered by the appointee, the remuneration is justified.	Since this kind of industry being alone in the area, Comparative remuneration profile is not possible. However in view of the position to be handled, responsibilities to be shouldered by the appointee, the remuneration is justified.
(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NIL	NIL

III. Other information:

(1) **Reason of loss or inadequate profits :**

Due to competitive pressure in the market, the margins are very thin, and accordingly though the profits may not be inadequate to compensate the working capabilities of the managerial personnel's in the times to come, so the remuneration package has accordingly been kept pursuant to Schedule V and as laid down in Section 196 & 197.

(2) **Steps taken or proposed to be taken for improvement:**

The company has been making every effort to improve the profitability of the company and cut down the costs also. The sales and profitability's in the company are however satisfactory.

(3) **Expected increase in productivity and profits in measurable terms:**

Expected increase in productivity/turnover shall be satisfactory and proportionate increase in the profits of the company depending upon the market pressure and Government policies time to time.

IV. DISCLOSURE:

Requisite disclosures as may be applicable shall be made in the Board of Director's report and the financial statements.

By order of the Board
SHIVALIK AGRO POLY PRODUCTS LTD.

Place: Mohali.
Date: 05th September, 2020

PANKAJ K. MAHAJAN
Chairman & Managing Director
DIN: 00047519