

Date: 16-08-2017

To,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001  
Ref: Scrip Code: 533166

To,  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No.C/1, G Block,  
BKC, Bandra (E), Mumbai- 400 051  
Ref: Symbol: Sundaram

Respected Sir,

**Sub: Notice of the 23<sup>rd</sup> Annual General Meeting and Book Closure**

Pursuant to the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we hereby inform you that the 23<sup>rd</sup> Annual General Meeting of the Members of our Company is scheduled to be held on Friday, September 15, 2017 at 10.30 a.m. at Chatwani Baug, 1<sup>st</sup> floor, 7, Gokhale Road, Near Vile Parle Station, Vile Parle (East), Mumbai-400057.

The Notice of AGM along with the Explanatory Statement, Directors Report, Auditors Report and Audited Financial Statement of the Company for the year ended March 31, 2017 is being sent to Members by permitted mode at the postal address or emailed to email address, registered with the Company / Depository Participant (DP) as the case may be.

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 the Company is providing E-voting facility to its members holding shares as on September 08, 2017 being the cut-off date to exercise their rights to vote by electronic means on all the resolutions set out in the Notice of AGM through e-voting facilitated by Central Depository Services (India) Limited (CDSL). E-voting shall commence on September 12, 2017 at 11.00 a.m. and ends on September 14, 2017 at 5.00 p.m.

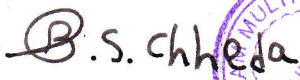
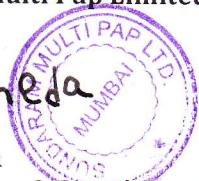
The Notice of AGM and Annual Report for Financial Year 2016-17 is also available on Company's website [www.sundaramgroups.in](http://www.sundaramgroups.in)

Further also find herewith the Notice of 23<sup>rd</sup> Annual General Meeting.

You are requested to take the above on your record.

Thanking you,

Yours faithfully  
**For Sundaram Multi Pap Limited**

**Bhavesh Chheda**  
Company Secretary & Compliance Officer

## NOTICE

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of **Sundaram Multi Pap Limited** will be held on Friday, September 15, 2017 at 10.30 a.m. at Chatwani Baug Hall, 1<sup>st</sup> Floor, 7, Gokhle Road, Near Vile Parle Station, Vile Parle East, Mumbai: 400057 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt (a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and (b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon and in this regard, pass the following resolution(s) as an **Ordinary Resolution(s)**:

**A. "RESOLVED THAT** the Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before the Meeting, be and are hereby considered and adopted."

**B. "RESOLVED THAT** the Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon laid before the Meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Shantilal P. Shah (DIN: 00033182), who retires by rotation and being eligible has offered himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and applicable provisions of the Articles of Association of the Company, Mr. Shantilal P. Shah (DIN: 00033182), who retires by rotation at the Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed and that the terms and conditions of his appointment as Whole-time Director of the Company as approved by the members in their meeting held on September 30, 2015 shall remain unchanged."

3. To reappoint Statutory Auditors of the Company, and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company and pursuant to the resolution passed by the members at the AGM held on September 30, 2014, M/s Bhuta Shah & Co. LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No. W100100), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting hereafter, at

such remuneration plus applicable tax, out of pocket expenses and travelling expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### **SPECIAL BUSINESS:**

4. To give prior approval for the Proposed Material Related Party transactions for the period from October 01, 2017 to September 30, 2022 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for time being in force) and subject to such other approvals, consent of the Shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include a Committee constituted by the Board or any person(s) authorized by the Board) to enter into Material Related Party transaction(s) with the following Related Party on arm's length basis for the maximum amount of ₹ 500.00 Cores during the period from the period from October 01, 2017 to September 30, 2022, with respective Related Parties and maximum amount per annum, as mentioned herein below

Name of Related Parties	Relationship	Nature of Transaction	Expected Annual Value of Transaction
1. E-Class Education System Limited;	1. Wholly Owned Subsidiary;	<ul style="list-style-type: none"> <li>➤ Loan Transaction (not falling under loan to Directors);</li> <li>➤ sale, purchase or supply of any goods or materials or Services;</li> <li>➤ selling or otherwise disposing of, or buying, property of any kind;</li> <li>➤ leasing of property of any kind;</li> <li>➤ availing or rendering of any services;</li> <li>➤ Related Party's appointment to any office or place of profit in the company, its Subsidiary Company or Associate Company;</li> <li>➤ Commission;</li> <li>➤ Remuneration;</li> <li>➤ Transfer of resources, services or obligations between a Company and a Related Party.</li> </ul>	₹. 100.00 Crores
2. Amrut P. Shah;	2. Chairman & Managing Director;		
3. Shantilal P. Shah;	3. Whole-time Director		
4. Raichand P. Shah;	4. Plant Manager (Relative of Director)		
5. Hardik A. Shah;	5. Relative of Director;		
6. Vimla A. Shah;	6. Relative of Director;		
7. Riddhi C. Gala;	7. Relative of Director;		
8. Nayna S. Shah;	8. Relative of Director;		
9. Krunal S. Shah;	9. Relative of Director;		
10. Divij S. Shah;	10. Relative of Director;		
11. Amrut P. Shah HUF;	11. Directors is Karta;		
12. Shantilal P. Shah HUF;	12. Director is Karta;		
13. Raichand P. Shah HUF;	13. Relative of Director is Karta;		

**RESOLVED FURTHER THAT** the Board of Directors (the "Board") and/or any Committee thereof be and is hereby authorized to negotiate and finalize other terms & conditions and to do all such acts, things or deeds and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary,

relevant, usual, customary and/or expedient to giving effect to the above resolution.”

5. To re-appoint Mr. Amrut P. Shah (DIN: 00033120) as the Managing Director and to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 179, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V thereto and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of the Articles of Association of the Company and subject to consent, approval, permissions of necessary authorities to the extent applicable and required and subject to such other modifications, recommendations as may be prescribed or imposed by them while granting such approval, permissions, consents, which may be agreed by the Board of Directors or Committees thereof and as per the recommendation of Nomination & Remuneration Committee and Board of Directors, Mr. Amrut P. Shah (DIN: 00033120), be and is hereby re-appointed as the Managing Director of the Company with effect from April 01, 2018 for a period of three years, not liable to retire by rotation, on a remuneration not exceeding ₹ 168 lacs p.a. and on other terms and conditions as set below:

- **Designation:** Managing Director
- **Tenure:** April 01, 2018 to March 31, 2021 for a period of three years, not liable to retire by rotation.
- **Remuneration:**

**Basic Pay:** Not exceeding ₹ 168 lacs p.a. (will be paid exclusive of the perquisites, as mentioned below, which shall not be included in the computation of ceiling stated herein.)

**Allowance & Perquisite:**

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
2. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and is not taxable under the Income-tax Act, 1961.
3. Encashment of leave at the end the tenure.

**Increments:** Increments may be given subject to the overall limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

➤ **General Terms:**

Mr. Amrut P. Shah, Managing Director shall be vested with majority of the powers of the Board as per the agreement entered into between Company and Mr. Amrut P. Shah.

1. Where in any financial year, during the currency of tenure of the Managing Director, the Company has adequate profits the

Managing Director will be paid remuneration subject to the limits of 5% of the net profits, as the case may be, and the overall limits of 11% of the net profits as laid down in sub-Section (1) of Section 197 of the Companies Act, 2013 and in case of no profit or inadequacy of profit the remuneration shall be within the limit specified in the Schedule V of the Companies Act, 2013.

2. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorised to do all such acts, deeds, matters, and things as it may in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution.”

6. To re-appoint Mr. Shantilal P. Shah (DIN: 00033182) as the Whole-time Director and to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 179, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V thereto and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of the Articles of Association of the Company and subject to consent, approval, permissions of necessary authorities to the extent applicable and required and subject to such other modifications, recommendations as may be prescribed or imposed by them while granting such approval, permissions, consents, which may be agreed by the Board of Directors or Committees thereof and as per the recommendation of Nomination & Remuneration Committee and Board of Directors, Mr. Shantilal P. Shah (DIN: 00033182), be and is hereby re-appointed as the Whole-time Director of the Company with effect from April 01, 2018 for a period of three years, liable to retire by rotation, on a remuneration not exceeding ₹ 168 lacs p.a. and on other terms and conditions as set below:

- **Designation:** Whole-time Director
- **Tenure:** April 01, 2018 to March 31, 2021 for a period of three years, liable to retire by rotation.
- **Remuneration:**

**Basic Pay:** Not exceeding ₹ 168 lacs p.a. (will be paid exclusive of the perquisites, as mentioned below, which shall not be included in the computation of ceiling stated herein.)

**Allowance & Perquisite:**

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
2. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and is not taxable under the Income-tax Act, 1961.

3. Encashment of leave at the end the tenure.

**Increments:** Increments may be given subject to the overall limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

➤ **General Terms:**

Mr. Shantilal P. Shah, Whole-Time Director shall handle the Marketing and Public Relation with the clients of the Company and Media.

1. Where in any financial year, during the currency of tenure of the Whole Time Director, the Company has adequate profits the Whole Time Director will be paid remuneration subject to the limits of 5% of the net profits, as the case may be, and the overall limits of 11% of the net profits as laid down in sub-Section (1) of Section 197 of the Companies Act, 2013 and in case of no profit or inadequacy of profit the remuneration shall be within the limit specified in the Schedule V of the Companies Act, 2013.

2. The Whole Time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorised to do all such acts, deeds, matters, and things as it may in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution.”

7. To approve the revision in the remuneration of Mr. Amrut P. Shah (DIN: 00033120) Managing Director of the company and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) (“ the Act”) and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, and in supersession of the approval accorded by the Members at the Annual General Meeting held on September 30, 2015, the Company hereby accords its approval for the payment of the following remuneration to Mr. Amrut P. Shah, Chairman & Managing Director, for the financial year 2017-18, which is within the limit of remuneration, computed as per Section II of Part II of Schedule V of the Companies Act, 2013:

**Basic Pay:** Not exceeding ₹ 84.00 Lacs for Financial Year 2017-18 (will be paid exclusive of the perquisites, as mentioned below, which shall not be included in the computation of ceiling stated herein.)

**Allowance & Perquisite:**

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

2. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and is not taxable

under the Income-tax Act, 1961.

3. Encashment of leave at the end the tenure.

**Increments:** Increments may be given subject to the overall limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company, as approved earlier shall remain unchanged.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in this respect.”

8. To approve the revision in the remuneration of Mr. Shantilal P. Shah (DIN: 00033182) Whole-time Director of the company and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments thereto or statutory modifications or re-enactment thereof for the time being in force) (“ the Act”) and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, and in supersession of the approval accorded by the Members at the Annual General Meeting held on September 30, 2015, the Company hereby accords its approval for the payment of the following remuneration to Mr. Shantilal P. Shah, Whole-time Director, for the financial year 2017-18, which is within the limit of remuneration, computed as per Section II of Part II of Schedule V of the Companies Act, 2013:

**Basic Pay:** Not Exceeding ₹ 84.00 Lacs for Financial Year 2017-18 (will be paid exclusive of the perquisites, as mentioned below, which shall not be included in the computation of ceiling stated herein.)

**Allowance & Perquisite:**

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

2. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and is not taxable under the Income-tax Act, 1961.

3. Encashment of leave at the end the tenure.

**Increments:** Increments may be given subject to the overall limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole-Time Director of the Company, as approved earlier shall remain unchanged.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in this respect.”

9. To regularize the appointment of Mr. Krunal S. Shah (DIN: 07877986) as the Whole-time Director and to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 152, 160, 161, 179, 188, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V thereto and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of the Articles of Association of the Company and subject to consent, approval, permissions of necessary authorities to the extent applicable and required and subject to such other modifications, recommendations as may be prescribed or imposed by them while granting such approval, permissions, consents, which may be agreed by the Board of Directors or Committees thereof and as per the recommendation of Nomination & Remuneration Committee and Board of Directors, Mr. Krunal S. Shah (DIN: 07877986), who was appointed as Additional Director (Executive) by the Board of Directors in their Meeting held on August 08, 2017, and who holds the office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Krunal S. Shah (DIN: 07877986) as a candidate for the office of a Whole-time Director of the Company, be and is hereby appointed as Whole-time Director of the Company for a period up to March 31, 2021, liable to retire by rotation, on a remuneration not exceeding ₹ 84.00 lacs p.a., subject to revision of remuneration after three years, and on other terms and conditions as set below:

- **Designation:** Whole-time Director
- **Tenure:** Up to March 31, 2021, liable to retire by rotation.
- **Remuneration:**

**Basic Pay:** Not exceeding ₹ 84.00 lacs p.a. (will be paid exclusive of the perquisites, as mentioned below, which shall not be included in the computation of ceiling stated herein.)

**Allowance & Perquisite:**

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

2. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and is not taxable under the Income-tax Act, 1961.

3. Encashment of leave at the end the tenure.

**Increments:** Increments may be given subject to the overall limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

➤ **General Terms:**

Mr. Krunal S. Shah, Whole-Time Director shall handle the Marketing and Business Management.

1. Where in any financial year, during the currency of tenure of the Whole Time Director, the Company has adequate profits the Whole Time Director will be paid remuneration subject to the limits of 5% of the net profits, as the case may be, and the overall limits of 11% of the net profits as laid down in sub-Section (1) of Section 197 of the Companies Act, 2013 and in case of no profit or inadequacy of profit the remuneration shall be within the limit specified in the Schedule V of the Companies Act, 2013.

2. The Whole Time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorised to do all such acts, deeds, matters, and things as it may in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution.”

10. To Increase the authorized share capital of the company and consequent alteration to the capital clause in the memorandum of association to consider and if thought fit, to pass, with or without modification(s), the following resolution, as an **ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 subsection (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from the existing ₹ 27,00,00,000/- (Rupees Twenty Seven Crore) divided into 27,00,00,000 (Twenty Seven Crore) Equity Shares of face value of ₹ 1/- (Rupee One Only) to ₹ 28,00,00,000/- (Rupees Twenty Eight Crore only) divided into 28,00,00,000 (Twenty Eight Crore) Equity Shares of ₹ 1/- (Rupee one only) each, by creation of additional 1,00,00,000 (One Crore) Equity Shares of ₹ 1/- (Rupee One Only) each ranking pari passu in all respect with the existing Equity Shares and that Clause V of the Memorandum of Association of the Company be and is hereby altered accordingly.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be altered and substituted as under:

(V) The Authorized Share Capital of the Company is ₹ 28,00,00,000/- (Rupees Twenty Eight Crore only) divided into 28,00,00,000 (Twenty Eight Crore) Equity Shares of ₹ 1/-

(Rupee one only) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions, in such manner as may for the time being be provided by the Articles of Association of the Company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

**11.** To consider the issue of Securities and if deemed fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 41,42,62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the Listing regulations entered into with the stock exchanges where the Equity Shares of the Company are listed (the “Stock Exchanges”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009 (“ICDR Regulations”), the SEBI (LODR) Regulation 2015, Listing Agreements entered into by the Company with the Stock Exchanges where equity shares of the Company of Face Value ₹ 1/- (Rupee One) each are listed, the Depository Receipts Scheme, 2014, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and the law, rules, regulations, guidelines, notifications and circulars if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, Foreign Investment Promotion Board (“FIPB”), Department of Industrial Policy and Promotion (“DIPP”) or any other relevant authority from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, the Board be and is hereby authorised on behalf of the Company to create, issue, offer and allot, (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more public or private offerings in domestic and/or one or more international market(s) with or without a green shoe option, Equity Shares including but not limited to by way of Qualified Institutions Placement (“QIP”) in terms of Chapter VIII of the SEBI ICDR Regulations and/or Equity Shares through depository receipts and/or convertible bonds and/or other

securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities, and/or securities linked to Equity Shares and/ or securities including non-convertible debentures with warrants or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/ or warrants with an option exercisable by the warrant-holder to subscribe for Equity Shares and/ or any instruments or securities representing either Equity Shares and/ or convertible securities linked to Equity Shares or Global Depository Receipts (“GDRs”) and / or American Depository Receipts (“ADRs”) Convertible into Equity Shares (including the issue and allotment of Equity Shares pursuant to a Green Shoe Option, if any), (all of which are hereinafter collectively referred to as 'Securities') to eligible investors under applicable laws, regulations and guidelines (whether residents and/ or non-residents and/ or institutions/banks and/ or incorporated bodies, mutual funds, venture capital funds and Indian and/ or multi-lateral financial institutions and/ or individuals and/ or trustees and/ or stabilizing agents or otherwise, and whether or not such investors are members of the Company), through placement document and/ or prospectus and/ or letter of offer or circular and/ or on public and/ or private/preferential placement basis, such issue and allotment to be made at such time/times, in one or more tranches, for cash, whether rupee denominated or denominated in foreign currency, at such price or prices, at market price or at a discount or premium to market price in terms of applicable regulations, in such manner and where necessary, in consultation with the Book Running Lead Managers / Merchant Bankers and/ or other Advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of Securities provided that the total amount raised through the issuance of such Securities shall not exceed ₹ 20/- crore (Rupees Twenty Crore) or its equivalent in one or more currencies, including premium if any as may be decided by the Board, to investors as mentioned above.”

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid issue of the Securities may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market conditions and other relevant factors so as to enable, so as to enable to list on any stock exchanges in India and / or on any of the overseas stock exchanges, wherever required and as may be permissible.

**RESOLVED FURTHER THAT** the Company and/ or any agency or body or person authorised by the Board, may issue depository receipts or certificates representing the underlying Equity Shares in the capital of the Company or such other Securities in negotiable, registered or bearer form (as may be permissible) with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations (including listing on one or more stock exchange(s) in or outside India).

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of the Depository Receipts and/or Securities shall be the date on which the Board of the Company (Including Committee of the Board) decides to open the proposed issue, or the date on which the holder of the securities which are convertible into or exchangeable with Equity Shares at a later date becomes entitled to apply for the said Equity Shares, as the case may be.

**RESOLVED FURTHER THAT** if any issue of the above Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of such Securities, or any combination thereof, as may be decided by the Board, shall be completed within twelve months from the date of passing of the shareholders' resolution for approving the above said issue of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** in the event that the Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing ("Relevant date") of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities are entitled to apply for Equity Shares or such other time as may be decided by the Board or permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the Securities.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities

referred to above or as may be necessary in accordance with the terms of the offer, subject to the provisions of the Memorandum and Articles of Association of the Company all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions in that behalf contained in the Articles of Association of the Company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any government body, authority or regulatory institution, including any conditions as may be prescribed in granting such approval or permissions by such government authority or regulatory institution, the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any government body, authority or regulatory institution, including any conditions as may be prescribed in granting such approval or permissions by such government authority or regulatory institution, the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including but not limited to determination of the terms thereof, the finalization and approval of the preliminary as well as final offer document(s)/ placement document/ offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the above Securities are to be issued and allotted, number of such Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/ conversion/ exercise/ redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto, execution of various agreements, deeds, instruments and other documents, creation of mortgage/ charge in accordance with the provisions of the Act in respect of any Securities as may be required, , and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the merchant bankers, or other

authorities or agencies involved in or concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board vide this Resolution may be exercised by the Board or such committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to engage / appoint the merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents etc. with such agencies and to seek the listing of such Securities on one or more stock exchange(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any Committee of Directors or to the Managing Director or any whole-time Director or directors or any other officer(s) of the Company to give effect to the aforesaid resolutions”

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

**Bhavesh Chheda**  
Company Secretary

Place: Mumbai  
Date: August 08, 2017

**Registered Office:**  
5/6, Papa Industrial Estate, Suren Road, Andheri (E), Mumbai - 400 093, Maharashtra, India.  
CIN: L21098MH1995PLC086337;  
E-mail: info@sundaramgroups.in;

#### **Notes:**

**1.** The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses under Item Nos. 4 to 11 of the accompanying Notice is annexed hereto.

**2.** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) 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 proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy form is attached hereto.

**3.** Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.

**4.** The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than FORTY-EIGHT (48) HOURS before the commencement of the meeting. A proxy form for the AGM is enclosed.

**5.** During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the company.

**6.** Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue.

**7.** All the Statutory Registers required to be maintained under the provisions of the Companies Act, 2013, will be available for inspection by the members at the AGM.

**8.** Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of this Annual General Meeting (“AGM”) and also at the AGM.

**9.** The Register of Members and the Share Transfer Book shall be closed from Saturday, September 09, 2017 to Friday, September 15, 2017 (both day inclusive)

**10.** Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Company or Registrar and Transfer Agents (RTA).

**11.** Members are requested to address all correspondence to the Registrar and Share Transfer Agents, Sharex Dynamics (India) Private Limited, Unit No. 1,

Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai – 400 072.

**12.** With a view to using the natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically.

**13.** Electronic copy of the Notice of AGM and Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 are being sent in the permitted mode. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with M/s Sharex Dynamic (India) Private Limited (in case of Shares held in physical form).

**14.** Members may also note that the Annual report (including the Notice of 23<sup>rd</sup> AGM) for 2016-17 will be available on the Company's website at [www.sundaramgroups.in](http://www.sundaramgroups.in). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days, except Saturday. Members who require communication in physical form in addition to e-communication or have any queries, may write to us at [info@sundaramgroups.in](mailto:info@sundaramgroups.in).

**15.** Additional information, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 in respect of the Directors seeking appointment / re-appointment at the AGM is furnished as annexure to the Notice of AGM. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules made thereunder.

**16.** The Company has transferred the unpaid or unclaimed dividends declared up to Financial Years 2008-09, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 29<sup>th</sup> August 2016 (date of last Annual General Meeting) on the website of the Company at [www.sundaramgroups.in](http://www.sundaramgroups.in) as also on the website of the Ministry of Corporate Affairs. The unclaimed dividend amount pertaining to Dividend for the year 2009-10 will be due for transfer to the Investor Education and Protection Fund of the Central Government on October 06, 2017.

**17.** Further Board also informs that pursuant to the provisions of Section 124 of the Companies Act, 2013, those shares on which dividend has not been claimed since last seven years will be transferred to IEPF Account. Intimation letters for the same has been already sent by Company to those shareholders on their registered address, who have not claimed their dividend

since last seven years. Also advertisement for the same was published by the Company in the newspaper.

**18.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent / Company.

**19.** Members holding shares in single name and physical form may obtain Nomination Forms from the Company's Registrar and Transfer Agents. Members holding shares in electronic form may obtain the Nomination Forms from their respective Depository Participants.

**20.** The members holding shares in the same name or in the same order of names, under different folios, are requested to notify the relevant details of the said holdings to M/s Sharex Dynamic (India) Private Limited for consolidation of their shareholding in to a single folio.

**21.** In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

**22.** Non-Resident Indian Members are requested to inform RTA, immediately of:

a) Change in their residential status on return to India for permanent settlement.

b) Particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.

**23.** Information and other instructions relating to e-voting are as under:

a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

b) The facility for voting either through ballot form / polling paper shall also be made available at the venue of the AGM. The members who are attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting.

c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again

d) The Company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility.

e) The Board of Directors of the Company has appointed Ms.

Amisha V. Shah, Proprietor of M/s. A. V. Shah & Associates, Practicing Company Secretary, Mumbai as the Scrutinizer to act as Scrutinizer to scrutinize entire voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.

**f)** Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 08, 2017.

**g)** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 08, 2017, only shall be entitled to avail the facility of remote e-voting / Poll.

**The instructions for shareholders voting electronically are as under:**

**(I)** The voting period begins on September 12, 2017 at 11.00 a.m. and ends on September 14, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 08, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**(ii)** Members holding shares in physical or in demat form as on September 08, 2017, shall only be eligible for e-voting.

**(iii)** The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

**(iv)** Click on Shareholders/Members.

**(v)** Now enter your User ID

**a.** For CDSL: 16 digits beneficiary ID,

**b.** For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

**c.** Members holding shares in Physical Form should enter Folio Number registered with the Company.

**(vi)** Next enter the Image Verification as displayed and Click on Login.

**(vii)** If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

**(viii)** If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (V).

**(ix)** After entering these details appropriately, click on "SUBMIT" tab.

**(x)** Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**(xi)** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**(xii)** Click on the EVSN for "Sundaram Multi Pap Limited" on which you choose to vote.

**(xiii)** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

**(xiv)** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

**(xv)** After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

**(xvi)** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**(xvii)** You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

**(xviii)** If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xix)** Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xx)** Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**(xxi)** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**(xxii)** The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on website of CDSL e-Voting [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as “the Act”) the following Explanatory Statement sets out the material facts relating to the Special Business under item No. 4 to 11 of the accompanying Notice dated August 08, 2017.

#### **ITEM NO. 4:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 and provisions of Regulation 23 of SEBI (LODR) Regulations, 2015 that govern the Related Party Transactions, requires that for Material Related Party Transaction Company must obtain prior approval of the Shareholders by way of a Resolution, in case the threshold limits are exceeded.

In the light of provisions of Section 188 of Companies Act, 2013 read with Rules made there under and Regulation 23 of SEBI (LODR) 2015, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Name of Related Parties	Relationship	Nature of Transaction	Expected Annual Value of Transaction
1. E-Class Education System Limited; 2. Amrut P. Shah; 3. Shantilal P. Shah; 4. Raichand P. Shah; 5. Hardik A. Shah; 6. Vimla A. Shah; 7. Riddhi C. Gala; 8. Nayna S. Shah; 9. Krunal S. Shah; 10. Divij S. Shah; 11. Amrut P. Shah HUF; 12. Shantilal P. Shah HUF; 13. Raichand P. Shah HUF;	1. Wholly Owned Subsidiary; 2. Chairman & Managing Director; 3. Whole-time Director 4. Plant Manager (Relative of Director) 5. Relative of Director; 6. Relative of Director; 7. Relative of Director; 8. Relative of Director; 9. Relative of Director; 10. Relative of Director; 11. Directors is Karta; 12. Director is Karta; 13. Relative of Director is Karta;	<ul style="list-style-type: none"> <li>➤ Loan Transaction (not falling under loan to Directors);</li> <li>➤ sale, purchase or supply of any goods or materials or Services;</li> <li>➤ selling or otherwise disposing of, or buying, property of any kind;</li> <li>➤ leasing of property of any kind;</li> <li>➤ availing or rendering of any services;</li> <li>➤ Related Party's appointment to any office or place of profit in the company, its Subsidiary Company or Associate Company;</li> <li>➤ Commission;</li> <li>➤ Remuneration;</li> <li>➤ Transfer of resources, services or obligations between a Company and a Related Party.</li> </ul>	₹. 100.00 Crores

Members are hereby informed that no members of the company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party. The Directors recommend the Item No. 4 of the Notice for consent and approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Amrut P. Shah & Mr. Shantilal P. Shah & Mr. Krunal S. Shah (and their Relatives) is in any way, concerned or interested, financially or otherwise, in the proposed special resolution except to the extent of their respective shareholding in the Company, if any.

#### **ITEM NO. 5:**

Mr. Amrut P. Shah (DIN: 00033120) was reappointed as the Managing Director of the Company by the Board in its meeting held on March 30, 2015 for period of three years w.e.f. April 01, 2015. Thus, his tenure as Managing Director of the Company is effective till March 31, 2018. Pursuant to the provisions of Section 196 of the Companies Act 2013, Managing Director can be reappointed prior to expiry of his term provided such reappointment shall not be made prior to one year before the expiry of his term. Subject to the necessary approvals, and on recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 08, 2017 has re-appointed Mr. Amrut P. Shah as Managing Director of the Company with effect from April 01, 2018 for period of three years i.e. till March 31, 2021 on such terms and conditions including remuneration as set out in the agreement entered into on August 08, 2017 between the Company and Mr. Amrut P. Shah which are as follows:

1. This agreement will be effective from April 01, 2018.
2. Mr. Amrut P. Shah agrees to serve the Company as its Managing Director.
3. Mr. Amrut P. Shah will work under the superintendence, control and direction of the Board of the Company.
4. Mr. Amrut P. Shah is entrusted with substantial powers of management of the affairs of the Company except the powers which the Act or the Articles require to be exercised by the Board.
5. Without restricting the general powers of management as mentioned above, Mr. Amrut P. Shah shall exercise the following powers on behalf of the Company:
  - a. To manage, conduct and transact all the business, affairs and operations of the Company including power to enter into contracts and to vary and rescind them;
  - b. To enter into and become party to and to sign and execute all deeds, instruments, contracts, receipts, and all other documents or writings on behalf of the Company not required to be executed under its common seal or not otherwise provided for in the Articles of Association of the Company;
  - c. To make, sign, draw, accept, endorse, negotiate, sell and transfer on behalf of the Company all Cheques, Bills of Exchanges, Drafts, Hundies, Promissory Notes, Dock-Warrants, Delivery Orders, Railway Receipts, Bills of lading and other Mercantile Documents and other Negotiable Instruments and securities;
  - d. To become party to and to present for registration and admit execution of and to do every act, matter or thing necessary or proper to enable registration on behalf of the Company of all deeds, instruments, Contracts, Agreements, receipts and all other documents whatsoever;
  - e. To institute, defend, prosecute, conduct, compound refer to arbitration and abandon and to compromise legal or other proceedings, claims and disputes by or against the Company or in which the Company may be concerned or interested;
  - f. To receive and to give effectual receipts and discharges of moneys, funds, goods or property payable to or to be received by the Company;
  - g. To convene meetings of the Board of Directors, Committees, Sub-Committees of Directors, if any, and the Ordinary or Extra-Ordinary General Meetings of the Shareholders;
  - h. Subject to the provisions of Section 179 and 180 of the Act, within such limits of price which the Board may from time-to-time prescribe, to purchase, pay for, acquire, sell, repurchase, import and export all machinery and plant;
  - i. To purchase, pay for, acquire, sell, resell, repurchase and import raw materials, articles, stores, appliances, apparatus and all other materials and things necessary or expedient for the day-to-day working of the Company either for cash or credit and either for present or future delivery as also to export the products of the Company;
  - j. To build, construct, erect and maintain, pull down, demolish and reconstruct warehouses, factories, offices, workshops and all other buildings for manufacturing, storing and otherwise dealing with the Company's properties, articles or things or for the purpose of the trade or business of the Company;
  - k. To make advances upon or for the purchase of goods and all other articles required for the purposes of the Company upon such terms as the Managing Director think fit;
  - l. Subject to the provisions of the Act and subject to the provisions of any agreement at the time in force between the Company and any person, to appoint agents, sub-agents, distributors, at such place or places as the Managing Director think fit or necessary, to sell or otherwise dispose of the Company's properties, articles or things or products and on such terms and conditions as the Managing director think fit;
  - m. To raise or borrow (otherwise than by debentures) from time-to-time in the name or otherwise on behalf of the Company by not exceeding the total amount specified by the Board from time to time, such sum or sums of money as the Managing Director may think expedient;
  - n. To acquire with the approval of the Directors and within such limits of price as they may from time-to-time prescribe on lease by purchase, exchange or otherwise howsoever for the purposes of the Company, properties, buildings, lands, premises, etc. for factories, workshops, offices, showrooms, stores, machinery, etc. of the Company;
  - o. To insure and keep insured Company's properties, buildings, machinery, moveable or immovable either lying in the godowns, showrooms, or offices, or in the workshops or factories or elsewhere or in transit for import against loss or damage by fire or other risks to such amount and for such period as the Managing director may deem proper and to sell, assign, surrender or dis-continue any of the insurances effected in pursuance of this power;
  - p. Subject to the provisions of Section 179 and 186 of the Act and when so authorized by the Board and within the limits from time-to-time fixed by the Board, to invest and deal with the monies of the Company not immediately required, upon such investments of such nature as may be specified by the Board from time-to-time or to deposit the same with banks, shroffs or persons and from time-to-time to realize and vary such investments;
  - q. Subject to the provisions of Section 179 and 186 of the Act and when so authorized by the Board and within the limits from time-to-time fixed by the Board to make loans for such purposes as may be specified by the Board from time-to-time;
  - r. To operate upon and open accounts current, fixed or otherwise with any bank or bankers, merchant or merchants or with any Company or Companies, firm or firms, individual or individuals and to pay monies into and to draw monies from any such account or accounts from time-to time as the Managing Director may think fit;
  - s. To attend and vote at all meetings in all bankruptcy, insolvency and liquidation or other proceedings in which the Company may be interested or concerned;
  - t. To appoint or employ for the Company's transactions and

management of affairs and from time-to-time to discharge or remove or suspend or re-appoint and re-employ or replace managers, officers, clerks, workmen, employees and other members of the staff of the Company, bankers, all kinds of agents, brokers, advocates, barristers, solicitors, pleaders, lawyers, mechanics, engineers, merchants, retail and wholesale commission dealers, muddams, technicians and experts with such powers and duties and upon such terms as to duration of employment, remuneration or otherwise as the Managing Director may deem fit;

**u.** To incur from time-to-time subject nevertheless to the provisions of the Act, such expenses and to lay out such sum or sums of money as the Managing Director may deem expedient for the offices or the establishments of the Company and for the purpose of maintaining and carrying on the works and business of the Company as he may think fit;

**v.** From time-to-time, provide by the appointment of any attorney or attorneys, or officer or officers for management and transaction of the affairs of the Company generally or in specified locality or district or province or state;

**w.** and generally to make all such arrangements and to do all acts, deeds, matters and things on behalf of the Company as may be usual, necessary or expedient in the conduct and management of business and as are not by the Act or by the Memorandum and Articles of Association expressly require to be done by the Company in general meeting by the Board.

**6.** Mr. Amrut P. Shah may hold office as Managing Director of the Company for three (3) years starting from April 01, 2018 till March 31, 2021, except terminated as per point no.7, which may be renewed from time to time as per the discretion of the Board.

**7.** The Company or Mr. Amrut P. Shah may bring to an end this Agreement before his term is over by giving a notice of the intention to terminate it at least 3 Months before the date on which the termination is come into effect. If such notice is given, the agreement will come to an end when 3 months' notice period is over.

**8.** Mr. Amrut P. Shah must devote his full time and attention to the Company's business.

**9.** Mr. Amrut P. Shah must always comply with the directions given and regulations made by the Board and he will faithfully serve the Company and use his best endeavours to promote its interests.

**10.** For the services provided, the Company will pay Mr. Amrut P. Shah the salary of not exceeding ₹ 168 lacs p.a. which will be as under:

**Remuneration:**

**Basic Pay:** ₹ 168 lacs p.a. (will be paid exclusive of the perquisites, as mentioned below, which shall not be included in the computation of ceiling stated herein.)

**Allowance & Perquisite:**

**1.** Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

**2.** Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and is not taxable under the Income-tax Act, 1961.

**3.** Encashment of leave at the end the tenure.

**Increments:** Increments may be given subject to the overall limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

**11.** While he holds the office of Managing Director or at any time thereafter, Mr. Amrut P. Shah will not reveal to any person, or use for his own or somebody else's benefit, any confidential information concerning Company's business or affairs or any trade secrets or processes of the Company. Mr. Amrut P. Shah shall, while he holds the office of the Managing Director, also use his best endeavours to prevent any other person from doing so.

**12.** Mr. Amrut P. Shah will not engage himself in any business which will directly compete with the business of the Company while he holds the office of the Managing Director or at any, thereafter for 3 (three) years.

**13.** Where any controversy, dispute or disagreement arises between the Managing Director and the Company as to the interpretation or application of any of the terms, conditions, requirements or obligation under this Agreement or the performance hereof which the Parties are unable to resolve by agreement, the Parties hereby agree to refer the controversy, dispute or disagreement to arbitration in accordance with Arbitration and Conciliation Act, 1996. All arbitration proceedings shall be conducted in English and the venue for conducting such proceedings shall be at Mumbai.

**ITEM NO. 6:**

Mr. Shantilal P. Shah (DIN: 00033182) was appointed as the Whole time Director of the Company by the Board in its meeting held on March 30, 2015 for period of three years w.e.f. April 01, 2015. Thus, his tenure as Whole-time Director of the Company is effective till March 31, 2018. Pursuant to the provisions of Section 196 of the Companies Act 2013, Whole-time Director can be reappointed prior to expiry of his term provided such reappointment shall not be made prior to one year before the expiry of his term. Subject to the necessary approvals and on recommendation of the Nomination and Remuneration Committee, the Board of Directors, in their meeting held on August 08, 2017 has re-reappointed Mr. Shantilal P. Shah as Whole time Director of the Company with effect from April 01, 2018 for period of three years i.e. till March 31, 2021 on such terms and conditions including remuneration as set out in the Letter of Appointment dated August 08, 2017 which are as follows in brief:

**Duration of Appointment:**

The re-appointment is for an initial term of Three years commencing from April 01, 2018 till March 31, 2021 (liable to retire by rotation).

**Designation:**

He will be designated as Whole-Time Director as well as Key Managerial Personnel of the Company.

**Role on the Board:**

He is re-appointed as Whole Time Director to:

1. To handle the Marketing and Public Relation with the clients of the Company and Media.
2. To effectively represent, and promote the interests of, shareholders with a view to adding long-term value to the Company's shares.
3. To ensure that the Company's goals are clearly established, and that strategies are in place for achieving them.
4. To establish in consultation with the board and its committee, policies for strengthening the performance of the Company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products, designs and the development of its business capital;
5. To ensure that the Company adheres to high standards of ethics and corporate behaviour;

**Remuneration:**

- Remuneration of not exceeding ₹ 168 lacs p.a. (will be paid exclusive of the perquisites, as mentioned below, which shall not be included in the computation of ceiling stated herein.)
- Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and is not taxable under the Income-tax Act, 1961.
- Encashment of leave at the end the tenure.
- Where in any financial year, during the currency of tenure of the Whole Time Director, the Company has adequate profits the Whole Time Director will be paid remuneration subject to the limits of 5% of the net profits, as the case may be, and the overall limits of 11% of the net profits as laid down in sub-section (1) of Section 197 of the Companies Act, 2013 and in case of no profit or inadequacy of profit the remuneration shall be within the limit specified in the Schedule V of the Companies Act, 2013.
- The Whole Time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.
- The term and conditions of the appointment may be altered and varied from time to time by the Board in consultation with the Nomination & Remuneration Committee, in its discretion and deem fit in accordance with the limit specified in Schedule V to the Companies Act, 2013 or any amendment made thereafter in this regard.

**Termination:**

The appointment may be terminated by either party by giving one month notice or the Company paying one month salary in lieu of the notice. If at any time the Whole Time Director ceases to be a Director of the Company for any cause whatsoever he shall cease to be the Whole Time Director of the Company.

**ITEM NO. 7 & 8:**

Mr. Amrut P. Shah & Mr. Shantilal P. Shah was re-appointed as the Managing Director & Whole-time Director of the Company respectively, for a period of 3 years with effect from April 1, 2015, including terms of remuneration for a period of 3 years (i.e. April 1, 2015 to March 31, 2018), in accordance with the approval accorded by the members, at the Annual General Meeting of the Company held on September 30, 2015.

Pursuant to the approval of the Nomination and Remuneration Committee (NRC) and the Board at their respective meetings held on March 30, 2015, the following remuneration was approved for Mr. Amrut P. Shah & Mr. Shantilal P. Shah in accordance with the limit of remuneration as per Section II of Part II of Schedule V of the Companies Act, 2013 and the same was also approved by the Members of the Company at the Annual General Meeting of the Company held on September 30, 2015.

**Remuneration:**

**Basic Pay:** ₹ 42.00 lacs p.a. each (will be paid exclusive of the perquisites, as mentioned below, which shall not be included in the computation of ceiling stated herein.)

**Allowance & Perquisite:**

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
2. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and is not taxable under the Income-tax Act, 1961.
3. Encashment of leave at the end the tenure.

**Increments:** Increments may be given subject to the overall limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

Thereafter in line with the amendment to Schedule V of the Companies Act, 2013 vide Notification dated September 12, 2016, issued by the Ministry of Corporate Affairs (MCA), in relation to the limit of managerial remuneration payable as per Section II of Part II of Schedule V of the Companies Act, 2013, the NRC and the Board at their respective meetings held on August 08, 2017, had approved the revised managerial remuneration payable to Mr. Amrut P. Shah & Mr. Shantilal P. Shah for FY 2017-18 as under, subject to necessary approval from the Members of the Company.

**Remuneration:**

**Basic Pay:** Not More than ₹ 84.00 lacs p.a. (will be paid exclusive of the perquisites, as mentioned below, which shall not be included in the computation of ceiling stated herein.)

**Allowance & Perquisite:**

1. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
2. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and is not taxable under the Income-tax Act, 1961.

### 3. Encashment of leave at the end the tenure.

**Increments:** Increments may be given subject to the overall limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

The present term of contract of Mr. Amrut P. Shah & Mr. Shantilal P. Shah as Managing Director & Whole-time Director respectively of the Company is up to March 31, 2018. The Nomination and Remuneration Committee (NRC) and the Board at their respective meetings held on August 08, 2017, have approved the said remuneration for Mr. Amrut P. Shah & Mr. Shantilal P. Shah, for the remainder term from April 1, 2017 to March 31, 2018, in accordance with the limit of remuneration as per Section II of Part II of Schedule V of the Companies Act, 2013, which computation has been based on the Effective Capital of the Company as on March 31, 2017 pursuant to the explanation provided in Section IV of Schedule V of the Companies Act, 2013, subject to necessary approval from the Members of the Company.

Section 197 read with Section II of Part II of Schedule V to the Companies Act 2013 ('Act'), inter alia, necessitates the Company to comply inter alia with the conditions stipulated thereunder including seeking approval from the Members by way of a special resolution for payment of remuneration for a period not exceeding three years for payment of managerial remuneration by the Company, if in any financial year, during the currency of the tenure of a managerial person, it has no profits or its profits are inadequate. Further as per Schedule V of the Act, the limit of remuneration can be exactly doubled subject to special resolution by the Members.

In terms of compliance, inter alia, with the conditions stipulated in Section II of Part II of Schedule V to the Act, requisite information has been furnished for Item Nos. 5 to 9 together, after the explanatory statement for Item No. 9.

As the payment of remuneration to Mr. Amrut P. Shah & Mr. Shantilal P. Shah, Managing Director & Whole-time Director respectively for the financial year 2017-18 is within the limit of remuneration, as laid down in Schedule V to the Act, Members approval vide Special Resolutions is sought for payment of the aforesaid remuneration for the respective financial year as specified in the resolutions at Item Nos. 7 & 8 in accordance with Schedule V of the Act.

The Board of Directors of the Company felt that considering the rich experience and contribution of Mr. Amrut P. Shah & Mr. Shantilal P. Shah, Managing Director & Whole-time Director respectively to the sustained growth of the Company from time to time and considering the multi-faceted responsibilities shouldered by them and the industry benchmarks, the aforementioned remuneration payable to Mr. Amrut P. Shah & Mr. Shantilal P. Shah, Managing Director & Whole-time Director respectively, although not commensurate with the remuneration package paid to similarly placed persons, in other Companies in the same Industry, is as per the limit of

remuneration payable in accordance with the Act and therefore recommend the resolutions at Item Nos. 7 & 8 of the accompanying notice for your approval.

Mr. Amrut P. Shah & Mr. Shantilal P. Shah, Managing Director & Whole-time Director respectively and their relatives are interested in the Resolution 7 & 8.

#### **ITEM NO. 9:**

Pursuant to the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members of the Company in ensuing Annual General Meeting, the Board of Directors of the Company, at its meeting held on August 08, 2017 appointed Mr. Krunal S. Shah (DIN: 07877986) as Additional Director (Executive).

Pursuant to provisions of Section 161(1) of the Companies Act, 2013, Mr. Krunal S. Shah (DIN: 07877986) holds office up to the date of this Annual General Meeting of the Company. The Company has received notice in writing under the provision of Section 160 of the Companies Act, 2013 from a member, along with a deposit of requisite amount proposing the candidature of Mr. Krunal S. Shah (DIN: 07877986) for the office of Whole-time Director of the Company, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Krunal S. Shah (DIN: 07877986) (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Krunal S. Shah (DIN: 07877986) as a Whole-time Director of the Company for a period up to March 31, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will be liable to retire by rotation.

In accordance with the provisions of Section 196, 197 and 203 of the Companies Act, 2013, Mr. Krunal S. Shah (DIN: 07877986) is appointed as Whole-time Director and Key Managerial Personnel for a period up to March 31, 2021, including payment of an overall remuneration not exceeding ₹ 84 Lacs p.a. to Mr. Krunal S. Shah, w.e.f. August 08, 2017 subject to revision after three years.

In accordance with Schedule V of the Companies Act, 2013, the managerial remuneration payable to Mr. Krunal S. Shah is stated in the Resolution No. 9 of the Notice.

The terms and conditions of his remuneration may be revised, amended, altered and / or varied from time to time by the Board and / or Nomination and Remuneration Committee in such manner as may be permitted in accordance with the provisions of the Act and / or to the extent as may be required, by the

concerned authority, if any, while according approvals, if any. In accordance with Section 196, 197 read with Schedule V to the Act, Members approval vide Special Resolution is sought for the appointment and payment of the aforesaid remuneration per annum to Mr. Krunal S. Shah for a period of three years, subject to the limit of remuneration, as laid down in Schedule V of the Act which is specified in the resolution at Item No. 9

It is clarified that, upon approval of the Members at the ensuing Annual General Meeting, further approval for payment of remuneration to Mr. Krunal Shah shall be sought for the remaining period of his term of appointment in due course of time, in terms of the provisions of the Act.

The draft of the letter of appointment to be issued to Mr. Krunal S. Shah is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day of the Company, excluding Saturday, till the date of the Annual General Meeting.

The said Contract may be terminated by either party giving the other party prior one month notice in writing.

The Board of Directors of the Company felt that considering the expertise and immense contribution that would be brought in by Mr. Krunal S. Shah to the business, the aforementioned remuneration payable to him is commensurate with the remuneration package paid to similarly placed persons, in other Companies in the same Industry, subject to the limit of remuneration whenever applicable, in accordance with the Act and therefore recommends the resolution at Item No. 9 of the accompanying notice for your approval.

Mr. Krunal S. Shah & his relatives are interested to the extent of proposed appointment as Whole-time Director and remuneration payable to Mr. Krunal S. Shah under Resolution No. 9. None of the other Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

The Company has inadequate profits in the Financial Year 2016-17. As a result the revised / proposed remuneration to Managing Director and Whole-time Director is calculated in the manner provided as per Section 197 (3) and Section II of Part II of Schedule V of the Companies Act, 2013 ("the Act") as mentioned in agenda no. 5 to 9 above. The following additional information as required under further proviso of Section II of Part II of Schedule V of the Act is given below for agenda no. 5 to 9 above:

#### **I. GENERAL INFORMATION:**

**1. Nature of Industry: Paper and Stationery**

**2. Date of Commencement of commercial production: March 13, 1995**

**3. In case of new Company, expected date of Commencement of activities as per project approved by Financial Institutions appearing in the Prospectus: Not Applicable**

**4. Financial Performance based on given indicators:**  
As per published audited financial results of the Company

following are the details of financial performance of the Company during last two years: (₹. In lacs)

Particulars	STANDALONE	
	2016-17	2015-16
Total Income	9524.61	9631.88
Total Expenses (Excluding Finance Cost)	8221.94	8737.27
<b>Profit / (Loss) before tax</b>	<b>(650.43)</b>	<b>(786.58)</b>
Less: Deferred Tax	217.34	144.00
Less: (Excess)/Short Provision for earlier Years	2.45	1.37
<b>Profit / (Loss) after tax</b>	<b>(430.64)</b>	<b>(641.22)</b>
<b>EPS</b>	<b>(0.19)</b>	<b>(0.30)</b>

Currently, the performance of the Company is stable. However, in the event of unforeseen circumstances and conditions beyond the control of the Company, the profitability of the Company may be affected. Barring unforeseen circumstances, it is expected that the Company will perform well in future.

#### **5. Foreign Investments or Collaborations, if any:**

The total holdings of Foreign Portfolio Investors as on March 31, 2017 is 833000 Equity shares of ₹ 1/- each constituting 0.34% of the Paid up Equity Share Capital. There is no foreign collaboration.

#### **II. INFORMATION ABOUT THE APPOINTEE:**

##### **1. Background details:**

**Amrut P. Shah, Chairman & Managing Director (DIN: 00033120):**

Mr. Amrut P. Shah, Age 56, Promoter, is the CMD of the Company. He brings with him more than 30 years' experience in the business of paper stationery manufacturing. Though he is SSC qualified he started his career at a tender age of 20 years in the notebook manufacturing and marketing. He is associated with the Company since incorporation i.e. from March 13, 1995 to till date.

**Shantilal P. Shah, Whole-time Director (DIN: 00033182):**

Mr. Shantilal P. Shah, Age 47, is the Whole-time Director of the Company. Though he is SSC qualified he is a great marketing brain in the paper and stationery industry. He has evolved and developed a unique dealer/retailer network in the form of retail shops in Maharashtra, Gujarat and Goa. He constantly strives to expand the dealer/retail network through personal relationships and innovative schemes of rewarding the dealer achievers. He has put in place the system to gather from this network great deal of market intelligence in terms of customer preference for Sundaram's products vis-à-vis the competitors' products.

**Krunal S. Shah, Whole-time Director (DIN: 07877986):**

Mr. Krunal S. Shah, age 23, is the Whole-time Director of the Company. He has completed qualification of Masters of Management Studies and Bachelor of Business Administration. He is having good Marketing Brain and Management & Business Administration Skills. His technological expertise helps the Company to conduct its affairs in efficient and cost effective manner.

## 2. Past Remuneration:

Financial Year	Salary (p.a)		
	Amrut P. Shah	Shantilal P. Shah	Krunal S. Shah
2014-15	₹ 20,00,000	₹ 10,00,000	NA
2015-16	₹ 19,80,000	₹ 10,20,000	NA
2016-17	₹ 33,90,000	₹ 26,10,000	NA

## 3. Recognition/Awards:

The Sundaram Multi Pap Limited under the Stewardship of Mr. Amrut P. Shah obtained the following recognition/Awards:

Sr. No.	Awards/Recognition	Issuing Authority	Year
1	Certificate of Merit	CAPEXIL	1997-1998
2	Certificate of Merit	CAPEXIL	1999-2000
3	Certificate of Export Recognition	Ministry of Industries, Trade & Commerce, Government of Maharashtra	1999-2000
4	Special Export Award	CAPEXIL	2000-2001
5	Award for Best Export Performance. Category: Regional Award (Konkan Region)	Ministry of Industries, Trade & Commerce, Government of Maharashtra	2000-2001
6	Special Export Award	CAPEXIL	2001-2002
7	Special Export Award	CAPEXIL	2002-2003
8	Special Export Award	CAPEXIL	2003-2004
9	Special Export Award	CAPEXIL	2004-2005
10	Award for Best Export Performance. Category: Regional Award (Konkan Region)	Ministry of Industries, Trade & Commerce, Government of Maharashtra	2006-2007
11	Special Export Award	CAPEXIL	2009-2010

## 4. Job Profile and Suitability:

### Amrut P. Shah:

Mr. Amrut P. Shah is the Managing Director of our Company having more than 3 decades of experience in the industry. He functions under the control, superintendence and direction of the Board of Directors. Apart from the day to day management of the Company, the Board of Directors has entrusted to him the responsibility of successful and timely execution of the Company's expansion projects from time to time.

### Shantilal P. Shah:

Mr. Shantilal P. Shah is the Whole-time Director of our Company. He functions under the control, superintendence and direction of the Board of Directors. He has profound knowledge of customer taste and market for the products of the Company. He looks over the overall marketing and distribution network of the Company and makes and executes strategic marketing plans. He is playing major role in planning, financing, administrating, organizing and controlling.

### Krunal S. Shah:

Mr. Krunal S. Shah is appointed as Whole-time Director of the Company. He functions under the control, superintendence and direction of the Board of Directors. He has expertise in Marketing, Management & Business Administration and

Technology up-gradations. He looks over Business Management & Administration and Technological advancements in the Company..

## 5. Remuneration revised / proposed:

Proposed/ Revised remuneration of ₹ 84 lacs p.a. each for FY 2017-18 and proposed remuneration of ₹ 168 lacs p.a. from FY 2018-19 to 2020-21 payable to Mr. Amrut P. Shah & Mr. Shantilal P. Shah, shall be exclusive of perquisites. Other details pertaining to remuneration is given above in resolution and explanatory statement. Remuneration proposed to be paid to Mr. Krunal S. Shah is ₹ 84 lacs p.a. for the period of three year w.e.f. August 08, 2017 which shall be exclusive of perquisites. Other details pertaining to remuneration is given above in resolution and explanatory statement.

## 6. Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person:

### Amrut P. Shah:

Mr. Amrut P. Shah brings with him almost 3 decades of experience in the business of paper stationery manufacturing. He started his career at a tender age of 20 years in the notebook manufacturing and marketing that provided him the opportunity to understand complete intricacies of this business like sourcing raw materials, complete manufacturing processes like printing, ruling, cutting, folding, pinning, pasting and packing and selling to various retail outlets in and around vicinity. He launched himself as an independent manufacturer in the year 1985 with his brother Mr. Shantilal P. Shah and in very second year of operation achieved three important milestones viz. pioneered the concept of long books, drawing book with laminated cover and the soft cover laminated notebooks. He also has in-depth knowledge of the paper industry that helps the business greatly, paper being the principal raw material. He has built an uncanny relationship with the paper manufacturers over last 30 years which has ensured consistent supplies of the required paper for manufacturing various paper stationery. His all-encompassing knowledge of paper stationery manufacturing business and his successful track record have made him the most respectable figure in the Industry.

Sundaram is strong Brand in Education stationary market in western India for almost 3 decades. In Maharashtra it is one of the top two brands. Mr. Amrut P. Shah strived hard to place our Company in a prominent position and his role since 1995 in turning our Company to one of the reputed and branded paper stationery manufacturing companies in the State of Maharashtra. He has transformed his vision of e-learning by launching 'e-class', through its wholly owned subsidiary i.e. E-class Education System Ltd., which is 100 % syllabus based quality digital animation content for State Board K-10 Segment of Maharashtra State in both English, Marathi and Semi-English medium.

The turnover of our Company, as per the audited accounts, for the year ended 31.03.2017 was ₹ 9434.54 lacs.

There are 126 employees on the payroll as on March 31, 2017. Considering the size of the Company, turnover, growth in the Company's business and the profile of the Managing Director, the proposed remuneration is comparable, if not; lower than the levels prevailing in the industry.

**Shantilal P. Shah:**

Mr. Shantilal P. Shah brings with him more than 25 years' experience of marketing in paper and stationery industry. He is being associated with the Company since incorporation, However he was inducted on the Board from August 1, 1999. He has made in depth studies of the market for paper and paper stationery products. He has created strong whole seller and retailer channels for the products of the Company.

'Sundaram' is strong Brand in Education stationery market in western India for the last 26 years. In Maharashtra it is one of the top two brands. Mr. Shantilal P. Shah strived hard to create the brand 'SUNDARAM' in the market.

The turnover of our Company, as per the audited accounts, for the year ended 31.03.2017 was ₹ 9434.54 lacs. There are 126 employees on the payroll as on March 31, 2017. Considering the size of the Company, turnover, growth in the Company's business and the profile of the Whole-time Director, the proposed remuneration is comparable, if not; lower than the levels prevailing in the industry.

**Krunal S. Shah:**

Mr. Krunal S. Shah has good brain in Marketing, Management & Business Administration and Technology up-gradations. He is associated with the business of the Company since long however he is inducted on the Board w.e.f. August 08, 2017.

The turnover of our Company, as per the audited accounts, for the year ended 31.03.2017 was ₹ 9434.54 lacs. There are 126 employees on the payroll as on March 31, 2017. Considering the size of the Company, turnover, growth in the Company's business and the profile of the Whole-time Director, the proposed remuneration is comparable, if not; lower than the levels prevailing in the industry.

**7. Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:**

Mr. Amrut P. Shah & Mr. Shantilal P. Shah are Brothers and Mr. Krunal S. Shah is son of Mr. Shantilal P. Shah. They do not have any other pecuniary relationship, directly or indirectly with the Company or managerial personnel except to the extent of his shareholdings in the equity share capital of the Company and the salary drawn by him as Managing Director and Whole-time Director respectively.

Nature of interest of Directors/KMP/or their relatives are as under:

Sr. No.	Name	Nature of Relationship	Shareholding in Company as on March 31, 2017
1.	Amrut P. Shah	Managing Director (Brother of Mr. Shantilal P. Shah & Mr. Raichand P. Shah – Plant Manager)	2,22,83,925 (9.07%)
2.	Shantilal P. Shah	Whole-time Director (Brother of Mr. Amrut P. Shah & Mr. Raichand P. Shah – Plant Manager)	1,47,87,157 (6.02%)
3.	Raichand P. Shah	Plant Manager (Brother of Mr. Amrut P. Shah & Mr. Shantilal P. Shah)	2,17,34,503 (8.85%)
4.	Krunal S. Shah	Whole-time Director (Son of Shantilal P. Shah)	43,000 (0.02%)

**III. OTHER INFORMATION:**

**(1) Reasons for loss or inadequate profits:**

The turnover of the Company for the year 2016-17 is ₹ 9434.54 lacs as against ₹ 9602.13 lacs for the year 2015-2016. The Company has incurred a net loss of ₹ 430.64 lacs for the year 2016-17 as against the net loss of ₹ 641.22 lacs for the year 2015-16. With the growing market players and tough competition in the market the Company had accordingly maintained the competitive prices of its products which in turn reduced the sales income. Thus, the Company has inadequate profits for the computation of the ceilings of the remuneration to the managerial personnel.

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

The Company has already installed a fully automatic production line for the exercise books which become fully operational and has started giving global quality products at a reduced cost of production. The strategy of increasing the capacity through the upgrades/expansion at its locations, wherever feasible, has been achieved and is in place assuring value to the stakeholders. The Company has already trimmed its manpower across units and imparting multitasking skills for its workers has been top priority. The Company is also on the lookout for further growth opportunities that may be available in the market. Further, it is continuous efforts of the Management to improve profitability of the Company.

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

With the steps taken by the Company on operations front in improving the production and operating parameters by increasing the capacity through up gradation and expansion at its locations, wherever feasible, it is expected that the production level will increase tremendously and cost of production will come down resulting in increase in the profitability of the Company.

#### IV DISCLOSURES:

##### (1) Details of remuneration payable to the Directors:

Name & Position	Salary* (p.a) (₹ In lacs)
Mr. Amrut P. Shah (DIN 00033120), Chairman and Managing Director	168.00
Mr. Shantilal P. Shah (DIN 00033182), Whole-time Director	168.00
Mr. Krunal S. Shah (DIN: 07877986), Whole-time Director	84.00

\* Subject to necessary approvals and shall be adjusted depending upon the tenure of office of Director.

There are no stock options available / issued to any Executive Directors of the Company. No sitting fees were paid to the Non-Executive Directors for the Financial Year 2016-17.

The remuneration package includes only Salary. The salary is the fixed component. There are no performance linked incentives. As per the agreement entered or letter of appointment issued between the Company and the Directors as mentioned above, term of appointment of Mr. Amrut P. Shah & Mr. Shantilal P. Shah is 3 years from April 01, 2018 to March 31, 2021. As per letter of appointment issued the term of Mr. Krunal S. Shah as Whole-time Director of the Company will be up to March 31, 2021, subject to revision of remuneration after three years. The notice period is of 3 months / 1 month before the date on which the termination shall come into effect. Severance fees are not applicable. No stock options have been issued.

Your Board recommends the Special resolution as set out in Item No. 5 & 9 for the approval of Members.

The Details pertaining to the number of Board meetings attended, Committee meetings attended, Directorships in other Companies, Membership/ Chairmanship of Committees of other Boards, for Mr. Amrut P. Shah, Mr. Shantilal P. Shah and Mr. Krunal S. Shah, are disclosed in Corporate Governance Report and in the additional information given pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 regarding appointment of a new Director or /re-appointment of Directors, forming part of this report.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Amrut P. Shah (DIN: 00033120), Mr. Shantilal P. Shah (DIN: 00033182), Mr. Krunal S. Shah (DIN: 07877986) whose re-appointment/ appointment and revision in remuneration is proposed in these resolutions

are in any way concerned or interested in the resolution.

##### **ITEM NO. 10:**

In order to broad base Capital Structure of the Company due to expansion of its capacity and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase Authorized Share Capital of the Company from existing ₹ 27,00,00,000/- (Rupees Twenty Seven Crore) divided into 27,00,00,000 (Twenty Seven Crore) Equity Shares of face value of ₹ 1/- (Rupee One Only) to ₹ 28,00,00,000/- (Rupees Twenty Eight Crore only) divided into 28,00,00,000 (Twenty Eight Crore) Equity Shares of ₹ 1/- (Rupee one only) each, by creation of additional 1,00,00,000 (One Crore) Equity Shares of ₹ 1/- (Rupee One Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase of Authorized Share Capital of the Company, the existing Authorized Share Capital clause in the Memorandum of Association of the Company be altered accordingly. The proposed increase of authorized Share Capital requires the approval of members of the Company in General Meeting under Sections 13, 61 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day, between 10.00 a.m. to 4.00 p.m.

Accordingly upon the increase in Authorized Share Capital, capital clause in the Memorandum of Association is proposed to be altered by way of Ordinary Resolution at item no. 10.

The Board of Directors is of the opinion that the aforesaid increase in Authorized Share Capital is in the best interest of the Company and its investors.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested in the resolution except to the extent of their shareholding in the company.

##### **ITEM NO. 11:**

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 62 of the Companies Act 2013, any offer or issue of securities on the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution. The Listing agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the Shareholders in a general meeting decide otherwise.

Your Directors draw your attention to the fact that the Company requires additional capital in the future to repay the company loans and (ii) other general corporate purposes. This will also improve Company's debt-equity ratio. It is proposed to create, offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or

prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and whenever necessary in consultation with lead managers, either in one or more foreign currencies or equivalent Indian Rupees inclusive of such premium as may be determined by the Board. The Company intends to issue securities for an aggregate amount not more than ₹ 20 Crores (Rupees Twenty Crores only) (including premium) or its equivalent in one or more foreign currencies. This is an enabling Resolution and the Company will issue new securities, subject to applicable law and necessary compliances.

This Special Resolution, among other things, seeks to enable the Board of Directors (including any committee thereof) to undertake a Qualified Institutions Placement to Qualified Institutional Buyers in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, amended (the "SEBI ICDR Regulations") as prescribed under Chapter VIII of the SEBI ICDR Regulations for the purposes mentioned above without the need for fresh approval from the shareholders.

**Basis for Justification of Price:** The pricing of Securities to be issued to Qualified Institutional Buyers pursuant to chapter VIII of the SEBI ICDR Regulations shall be determined by the Board to such a price not being less than the price calculated in accordance with Chapter VIII the SEBI ICDR Regulations. The "Relevant date" for this purpose, in case of allotment of Equity Shares, will be the date when the Board decides to open the issue, or, in case of convertible securities, either the date on which the holders of such convertible securities become entitled to apply for the Equity Shares as provided under the Chapter VIII of the SEBI ICDR Regulations. The resolution enables the Board of Directors to, in accordance with applicable laws, offer a discount of not more than 5% or such percentage under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The Special Resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board deems fit. The Company with this resolution intends to retain the right and flexibility to issue securities including but not limited to GDRs, ADRs, FCCBs and Equity Shares.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Lead manager(s) appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with the applicable provision of law. The Equity Shares allotted or arising out of conversion of any securities will be listed on recognized Stock Exchanges subject to obtaining regulatory approvals. The offer/ issue/ allotment/ conversion/ redemption of Securities would be subject to obtaining regulatory approvals, if any by the

Company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing agreement entered into with the Stock Exchanges.

Section 62 of the Companies Act, 2013 and the provisions of listing agreements entered into with the stock exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to any person other than members of the Company, if authorized by the members pursuant to a special resolution. The special resolutions seek the consent and authorization of the members to the Board to make the proposed issue of Securities, in consultation with the lead managers, advisors and other intermediaries that may be appointed in relation to the issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such convertible securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions and in accordance with the applicable rules and regulations or guidelines.

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

**Bhavesh Chheda**  
Company Secretary

Place: Mumbai  
Date: August 08, 2017

Additional Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 regarding appointment of a new Director or re-appointment of Directors and as required under applicable Secretarial Standard:

**1. Mr. Amrut P. Shah, Managing Director (DIN: 00033120):**

• Brief Resume (including Background details, Education Qualification, experience):

Mr. Amrut P. Shah was re-appointed as Managing Director of the Company with effect from April 01, 2015. Though he is SSC qualified, he brings with him more than 30 years' experience in the business of paper stationery manufacturing. He started his career at a tender age of 20 years in the notebook manufacturing and marketing that provided him the opportunity to understand complete intricacies of this business like sourcing raw materials, complete manufacturing processes like printing, ruling, cutting, folding, pinning, pasting and packing and selling to various retail outlets in and around vicinity. He is the Promoter as well as Director of the Company since 1995. His current responsibility is providing and making strategies and enhancing Growth of the Company and also increasing the Shareholder's Wealth. Mr. Amrut P. Shah's leadership development and knowledge management initiatives have differentiated the company from competitors.

• Remuneration:

Last Remuneration Drawn: ₹ 33,90,000 p.a.  
Proposed Remuneration: Not exceeding ₹ 168,00,000 p.a. w.e.f. April 01, 2018.

• Terms & Conditions of Reappointment/Revision:

Terms & Conditions of Reappointment/Revision will remain same as given in the resolutions given in the notice.

• Date of First appointment on the board: 13-03-1995

• Shareholding in the company:

As on June 30, 2017 he holds 22283925 Equity Shares which constitute 9.07% of Equity Share Capital of the Company.

• Relationship with other directors or KMP:

He is Brother of Mr. Shantilal P. Shah, Whole-time Director (DIN: 00033182).

• No. of meetings of Board attended:

He has attended all the Meetings of Board of Directors held during the current year till present date.

• Other Directorship:

He is also Member of the Board of Directors of M/s. E-Class Education System Limited and M/s. Sundaram Bio-Tech Private Limited.

**2. Mr. Shantilal P. Shah, Whole-time Director (DIN: 00033182):**

• Brief Resume (including Background details, Education Qualification, experience):

Mr. Shantilal P. Shah, Age 47, is the Whole-time Director of the Company. Though he is SSC qualified he is a great marketing brain in the paper and stationery industry. He has evolved and developed a unique dealer/retailer network in the form of retail shops in Maharashtra, Gujarat and Goa. He constantly strives to expand the dealer/retail network through personal relationships and innovative schemes of rewarding the dealer achievers. He has put in place the system to gather from this network great deal of

market intelligence in terms of customer preference for Sundaram's products vis-à-vis the competitors' products.

• Remuneration:

Last Remuneration Drawn: ₹ 26,10,000 p.a.  
Proposed Remuneration: Not exceeding ₹ 168,00,000 p.a. w.e.f. April 01, 2018.

• Terms & Conditions of Reappointment/Revision:

Terms & Conditions of Reappointment/Revision will remain same as given in the resolutions given in the notice.

• Date of First appointment on the board: 01-08-1999

• Shareholding in the company:

As on June 30, 2017 he holds 13537157 Equity Shares which constitute 5.51% of Equity Share Capital of the Company.

• Relationship with other directors or KMP:

He is Brother of Mr. Amrut P. Shah, Chairman & Managing Director (DIN: 00033120).

• No. of meetings of Board attended:

He has attended all the Meetings of Board of Directors held during the current year till present date.

• Other Directorship:

He is also Member of the Board of Directors of M/s. E-Class Education System Limited, M/s. Sundaram Bio-Tech Private Limited. He is also Member of Audit Committee and Nomination & Remuneration Committee in M/s. E-Class Education System Limited.

**3. Mr. Krunal S. Shah, Whole-time Director (DIN: 07877986):**

• Brief Resume (including Background details, Education Qualification, experience):

Mr. Krunal S. Shah, age 23, is the Whole-time Director of the Company. He has completed qualification of Masters of Management Studies and Bachelor of Business Administration. He is having good Marketing Brain and Management & Business Administration Skills. His technological expertise helps the Company to conduct its affairs in efficient and cost effective manner. Being member of the promoter group and son of Mr. Shantilal P. Shah, Whole-time Director he is associated with the Business of the Company since past.

• Remuneration:

Last Remuneration Drawn: NA.  
Proposed Remuneration: Not exceeding ₹ 84 lacs p.a. w.e.f. August 08, 2017 for the period of three years.

• Terms & Conditions of Appointment/ Reappointment:

Terms & Conditions of Appointment / Reappointment will be as per letter of Appointment and as approved by members in AGM.

• Date of First appointment on the board: August 08, 2017

• Shareholding in the company:

As on June 30, 2017 he holds 43,000 Equity Shares which constitute 0.02% of Equity Share Capital of the Company.

• Relationship with other directors or KMP:

He is Son of Mr. Shantilal P. Shah, Whole-time Director (DIN: 00033182).

• No. of meetings of Board attended: NA

• Other Directorship: Nil

## Route Map to Annual General Meeting Venue:

