

# NOTICE TO ANNUAL GENERAL MEETING

Notice is hereby given that the 05<sup>th</sup> Annual General Meeting (“AGM”) of the Members of **TECHNOPACK POLYMERS LIMITED (Formerly Known As Technopack Polymers Private Limited)** will be held on Monday, 11<sup>th</sup> September, 2023 at 04:00 PM at the Registered office of the Company situated at M/S. Gokul Industries, Rafaleshvar Ind. Estate, Nr. Rafaleshvar Rlw.Track, Morbi Jambudiya Rajkot 363642 to transact the following business:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023 comprising of the Balance Sheet as at March 31, 2023, Statement of Profit & Loss Account and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors’ and Auditors’ thereon.
2. To appoint a Director in place of Mr. Chetankumar Ishvarlal Pandya [DIN: 08196693] who retires by rotation and being eligible, offers himself for re-appointment.

## **SPECIAL BUSINESS:**

3. **TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. TECHNOPACK FOR PURCHASE OF PRODUCTS/GOODS:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of purchase of products/goods or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with M/S. Technopack (Partnership Firm), during the financial year 2023-24 in which Mr. Kalpeshkumar Ishwarlal Pandya and Mr. Chetankumar Ishvarlal Pandya is interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of director or Key managerial personnel who is related
1.	M/S. Technopack  Partnership Firm in which Key Management Personnel exercise Significant influence	Purchase of products/goods	Not more than Rs. 50 Crore (Rupees Fifty Crore Only)	Mr. Kalpeshkumar Ishwarlal Pandya  Mr. Chetankumar Ishwarlal Pandya

**RESOLVED FURTHER THAT**, the total value of contracts/arrangement/transactions of Purchase of products/goods with M/S. Technopack (Partnership Firm) in financial year should not exceed Rs. 50 Crore.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

#### 4. TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. TECHNOPACK FOR SALE OF PRODUCTS/GOODS:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of purchase of products/goods or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with M/S. Technopack (Partnership Firm), during the financial year 2023-24 in which Mr. Kalpeshkumar Ishwarlal Pandya and Mr. Chetankumar Ishwarlal Pandya is interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party with whom transaction is being	Nature of Transaction	Total amount of transaction proposed	Name of director or Key managerial
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undertaken and Nature of relationship		personnel who is related
1. M/S. Technopack Partnership Firm in which Key Management Personnel exercise Significant influence	Sale of products/goods Not more than Rs. 50 Crore (Rupees Fifty Crore Only)	Mr. Kalpeshkumar Ishwarlal Pandya Mr. Chetankumar Ishwarlal Pandya

**RESOLVED FURTHER THAT**, the total value of contracts/arrangement/transactions of Sale of products/goods with M/S. Technopack (Partnership Firm) in financial year should not exceed Rs. 50 Crore.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

PLACE: MORBI.  
DATE: 18/08/2023

By Order of the Board  
**For, TECHNOPACK POLYMERS LIMITED**  
(Formerly Known As Technopack Polymers Private Limited)

Sd/-

\_\_\_\_\_  
**DEEPALI MALPANI**  
Company Secretary and Compliance Officer  
Mem. No.: A63332

**Regd. Office:** - M/S. Gokul Industries, Rafeleshvar Ind. Estate, Nr. Rafeleshvar Rlw.Track, Morbi Jambudiya Rajkot 363642.  
**Website:** www.technopackltd.com  
**CIN:** U25209GJ2018PLC103581

## NOTES:

1. A member entitled to attend and vote at the 05<sup>th</sup> annual general meeting is entitled to appoint one or more proxies to attend and vote instead of him/herself and such proxy need not be a member of the company. The instrument appointing proxy should however, be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
2. Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item No. 3 to 11 given above as Special Business in the forthcoming AGM.
4. Details of the Directors seeking appointment/re-appointment at the 05<sup>th</sup> AGM are provided as annexure to the AGM notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11.00 a.m. and 05.00 p.m. up to the date of meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Ten (10) days from Saturday, 02<sup>nd</sup> September, 2023 to Monday, 11<sup>th</sup> September, 2023 (both days inclusive).
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 04<sup>th</sup> September, 2022.
9. The Company has appointed Mr. Gaurang R Shah (CPN. 14446) Practicing Company Secretary, to act as the scrutinizer for conducting the voting process in a fair and transparent manner.
10. The Scrutinizer shall after the conclusion of 05<sup>th</sup> AGM, thereafter unblock the votes cast at meeting and shall make a scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the

conclusion of the 05<sup>th</sup> AGM, who shall then countersign and declare the result of the voting forthwith.

11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.technopackltd.com](http://www.technopackltd.com) within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchange where the Company's shares are listed viz. BSE SME.
12. Members are requested to contact Registrar and Transfer Agent (RTA) namely BIGSHARE SERVICES PVT. LTD, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, Tel No.: 022-6263 8200, for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
13. All equity shares of the company are available for dematerialization, as the company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
14. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH-13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
15. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
16. Members/Proxies are requested to bring with the attendance slip duly filled in and hand it over at the entrance.
17. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
18. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. BIGSHARE SERVICES PVT. LTD the Ledger Folio of such accounts to enable the Company to consolidate all such shareholdings into one account.
19. As per the mentioned circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and in continuation thereof SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (the "SEBI Circular"), Companies

can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

20. The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice.

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

**ITEM NO. 3: TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S.  
TECHNOPACK FOR PURCHASE OF PRODUCTS/GOODS:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from 1<sup>st</sup> April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the FY2023-24, the Company, along with its subsidiary(ies), propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Pursuant to Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 is provided herein below:

Sr.	Particulars	Remarks
1	Name of the Related Party	M/S. Technopack (Partnership Firm)
2	Type of transaction	Purchase of products/goods
3	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
4	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Partnership Firm in which Key Management Personnel exercise Significant influence
5	Tenure of the Proposed transaction	During the financial year 2023-24.

6	Value of the proposed transaction (not to exceed)	Rs. 50 Crore
7	Value of RPT as % of Company's audited annual turnover of Rs. 115158.63 Thousand for the financial year 2022-23.	94%
8	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Details of financial indebtedness Incurred	Not Applicable
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
9	Justification as to why the RPT is in the interest of the Company.	Purchase of products/goods
10	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11	Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Board of Directors recommends passing of the resolution as an Ordinary Resolution.

**ITEM NO. 4: TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. TECHNOPACK FOR SALE OF PRODUCTS/GOODS:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from 1<sup>st</sup> April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.



During the FY2023-24, the Company, along with its subsidiary(ies), propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Pursuant to Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 is provided herein below:

Sr.	Particulars	Remarks
1	Name of the Related Party	M/S. Technopack (Partnership Firm)
2	Type of transaction	Sale of products/goods
3	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
4	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Partnership Firm in which Key Management Personnel exercise Significant influence
5	Tenure of the Proposed transaction	During the financial year 2023-24.
6	Value of the proposed transaction (not to exceed)	Rs. 50 Crore
7	Value of RPT as % of Company's audited annual turnover of Rs. 115158.63 Thousand for the financial year 2022-23.	NIL
8	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Details of financial indebtedness Incurred	Not Applicable
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iii) the purpose for which the funds will be utilized by the	Not Applicable

- ultimate beneficiary of such funds pursuant to the related party transaction
- |    |   |                            |
|----|---|----------------------------|
| 9  | Justification as to why the RPT is in the interest of the Company.  | Purchase of products/goods |
| 10 | Copy of the valuation or other external party report, if any such report has been relied upon.            | Not Applicable             |
| 11 | Any other information relevant or important for the members to take a decision on the proposed resolution | None                       |

The Board of Directors recommends passing of the resolution as an Ordinary Resolution.

PLACE: MORBI.  
DATE: 18/08/2023

By Order of the Board  
**For, TECHNOPACK POLYMERS LIMITED**  
**(Formerly Known As Technopack Polymers Private Limited)**

Sd/-

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**DEEPALI MALPANI**  
**Company Secretary and Compliance Officer**  
**Mem. No.: A63332**

**Regd. Office:** - M/S. Gokul Industries, Rafeleshvar  
Ind. Estate, Nr. Rafeleshvar Rlw.Track, Morbi  
Jambudiya Rajkot 363642.  
**Website:** [www.technopackltd.com](http://www.technopackltd.com)  
**CIN:** U25209GJ2018PLC103581

**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**CIN:** U25209GJ2018PLC103581

**Name of the Company:** TECHNOPACK POLYMERS LIMITED (Formerly Known As Technopack Polymers Private Limited)

**Registered office:** M/S. Gokul Industries, Rafaleshvar Ind. Estate, Nr. Rafaleshvar Rlw.Track, Morbi Jambudiya Rajkot 363642

**Name of the Member(s):**

**Registered address:**

**E-mail Id:**

**Folio No/ Client Id:**

**DP ID:**

I/ We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

As my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 05<sup>th</sup> Annual General Meeting of members of the Company, to be held on Monday, 11<sup>th</sup> September, 2023 at 04.00 P.M. at the Registered office situated at M/S. Gokul Industries, Rafaleshvar Ind. Estate, Nr. Rafaleshvar Rlw.Track, Morbi Jambudiya Rajkot 363642 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. To receive consider and adopt the audited financial statements including Balance Sheet as at March 31, 2023, Statement of Profit & Loss Account for financial year ended March 31, 2023, and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Chetankumar Ishvarlal Pandya [DIN: 08196693] who retires by rotation and being eligible, offers him-self for re- appointment.

**Special Business:**

3. To approve related party transactions with M/S. Technopack for purchase of products/goods.
4. To approve related party transactions with M/S. Technopack for sale of products/goods.

Signed this \_\_\_\_day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)



**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

## ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

I hereby record my presence at the 05<sup>th</sup> Annual General Meeting of the Company convened on Monday, 11<sup>th</sup> September, 2023 at 04.00 P.M. at the registered office of the Company situated at M/S. Gokul Industries, Rafaleshvar Ind. Estate, Nr. Rafaleshvar Rlw.Track, Morbi Jambudiya Rajkot 363642.

Registered Folio No	
No. of Shares	

Name and Complete Address of the Equity Shareholder	
Signature	

Name of the Proxy Holder/Authorized Representative:	
Signature	

**NOTE:** Equity shareholders attending the meeting in Person or by Proxy or through Authorized Representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the Meeting Venue.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

<b>Particulars</b>	<b>Mr. Chetankumar Ishvarlal Pandya</b>
DIN	08196693
Date of Birth	23/03/1985
Date of Appointment	09/08/2018
Qualifications	B.E. Mechanical, Certified Boiler Operation Engineer and Certified Energy Auditor
Expertise in specific functional areas	He has experience of 7 or more year in the power generation sector. He previously worked with Electrotherm India Ltd., Thermax Limited and Aditya Birla Nuvo Ltd.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships / Chairmanships of committees of other public companies	NIL
Number of shares held in the Company	6,13,015 (11.35%) Equity Shares
Inter-se Relationship between Directors	He is brother of Mr. Kalpeshkumar Ishwarlal Pandya.

## ROUTE MAP TO VENUE

