



RAJ

packaging industries ltd.





**Reifenhäuser - Kiefel IBC
3 Layer Blown Film Plant**

CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | |
|--------------------------------|--|
| 1. Mr. V. Suryanarayana Murthy | - Non Executive & Independent Director (DIN: 00021952) |
| 2. Mr. Suresh Chandra Bapna | - Non Executive & Independent Director (DIN: 00154834) |
| 3. Dr. R.R. Pujari | - Non Executive & Independent Director (DIN: 00018994) |
| 4. Mr. Prem Chand Kankaria | - Managing Director (DIN: 00062584) |
| 5. Ms. Neepa Kankaria | - Executive & Non Independent Director (DIN: 06637083) |

Chief Financial Officer
 Mr. M. Narsimha

REGISTERED & CORPORATE OFFICE:

6-3-1090/C-4, Opp. Kapadia Lane
 Raj Bhavan Road, Hyderabad-500 082 Telangana, India.
 Ph. No. (040) - 23392024 / 25
 Fax No.(040)- 23399033
 Email : info@rajpack.com
 Website: rajpack.com

28th ANNUAL GENERAL MEETING

Day : Tuesday

Date : 29th September, 2015

Time : 11.30 A.M.

Venue : Hotel Inner Circle,
 Lane beside Saboo
 Motors, Raj Bhavan Road,
 Hyderabad. – 500 082

WORKS:

Survey No. 715, Kondamadugu Village,
 Bibinagar, Nalgonda Dist. Telangana, India.

BANKERS:

State Bank of India
 SME Branch, Saifabad, Hyderabad

AUDITORS:

NAC & Associates LLP
 Chartered Accountants Secunderabad, Telangana, India.

REGISTRAR & SHARE TRANSFER AGENT:

CIL Securities Ltd.
 214, Raghavaratna Towers, Chirag Ali Lane, Abids,
 Hyderabad 500 001.
 Ph.No. 23202465/66612093, Fax. 23203028

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AUDIT COMMITTEE:

Mr. Suresh Chandra Bapna
 Mr. V. Suryanarayana Murthy
 Dr. R. R. Pujari

NOMINATION & REMUNERATION COMMITTEE:

Mr. Suresh Chandra Bapna
 Mr. V. Suryanarayana Murthy
 Dr. R. R. Pujari

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Suresh Chandra Bapna
 Mr. V. Suryanarayana Murthy
 Dr. R. R. Pujari

INDEPENDENT DIRECTORS COMMITTEE:

Mr. Suresh Chandra Bapna
 Mr. V. Suryanarayana Murthy
 Dr. R. R. Pujari

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RISK MANAGEMENT COMMITTEE:

Mr. Suresh Chandra Bapna
 Mr. V. Suryanarayana Murthy
 Ms. Neepa Kankaria

LISTED AT: BSE Limited.

ISIN: INE251H01024

WEBSITE: www.rajpack.com

INVESTOR E-MAIL ID: info@rajpack.com

CORPORATE IDENTITY NUMBER:

L25209AP1987PLC007550

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of the Shareholders of **M/S. RAJ PACKAGING INDUSTRIES LIMITED** will be held on Tuesday the 29th day of September, 2015 at 11.30 a.m. Hotel Inner Circle, Lane Beside Saboo Motors, Rajbhavan Road, Hyderabad. Telangana, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, Profit & Loss Account for the year ended on that date and the Reports of the Auditors' and Directors' thereon.
2. To declare dividend on equity shares for the financial year ended 31st March 2015.
 "RESOLVED THAT dividend @ 5% i.e., Rs. 50 paise per equity share be and is hereby approved for the financial year 2014-2015."
3. To reappoint M/s. NAC and Associates LLP, Chartered Accountants, bearing ICAI Registration No. 119375W as auditors of the company to hold office for a term of two years up to the conclusion of 30th Annual General Meeting to be held in the year 2017 subject to ratification at every Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. PREM CHAND KANKARIA (DIN 00062584) AS MANAGING DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and any other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/ agency/board, if any and subject to the approval of the members of the Company, Shri. Prem Chand Kankaria be and is hereby re-appointed as Managing Director of the Company for a period of five years with effect from 01st April, 2015 at such remuneration and terms & conditions as mentioned in the explanatory statement:

Adequate Profits

Where in any Financial Year, during the tenure of Shri. Prem Chand Kankaria, the Company has adequate profits; the Company shall pay to Shri. Prem Chand Kankaria, remuneration by way of Basic Salary, Commission, Perquisites and Allowance exceeding the amount approved by the Central Government and which shall not exceed the limits prescribed from time to time under sections 196, 197, 203 read with Schedule V to the Companies Act 2013 for the time being in force.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.

5. APPOINTMENT OF MS. NEEPA KANKARIA AS A DIRECTOR OF THE COMPANY:

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 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Ms. Neepa Kankaria (DIN 06637083), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30.03.2015 and who holds office until the date of the ensuing AGM, in terms of Section 161 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 Ms. Neepa Kankaria as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company who is not liable to retire by rotation.

6. APPOINTMENT OF MS. NEEPA KANKARIA AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

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

“RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Companies Act, 2013 and pursuant to Articles of Association of the Company, the consent of the members be and is hereby accorded to appoint Ms. Neepa Kankaria (DIN 06637083) as Executive Director of the Company, for a period of 3 years commencing from 30.03.2015 with a remuneration of Rs.45,000 per month and such other terms and conditions as recommended by the nomination and remuneration committee.

“RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Ms. Neepa Kankaria, Executive Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution in terms of Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER that any one of the Directors of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

7. 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 Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. V S N Murthy (DIN: 00021952), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of 5years upto 07.08.2020.”

8. 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 Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Suresh Chandra Bapna (DIN: 00154834), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for a period of 5years upto 07.08.2020.”

9. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of Section 5 read with Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the new draft Articles as contained in the Articles of Association submitted be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By the Order of the Board of Directors
For RAJ PACKAGING INDUSTRIES LTD.

Sd/-
PREM CHAND KANKARIA
MANAGING DIRECTOR
(DIN: 00062584)

Place : Hyderabad
Date : 08.08.2015

NOTES:
1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2015 to 29.09.2015 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within a period of 30 days to those members whose name appear as:
 - a) Beneficial Owners as on 23.09.2015 on the lists of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited; and
 - b) Members in the Register of Members of the Company after giving effect to valid share transfer in the physical form lodged with the Company on or before 23.09.2015.

The dividend on Equity Shares, if declared at the Annual General Meeting, shall be paid on or after 29.09.2015.
9. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. CIL Securities Limited.)

11. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
12. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to **M/s. CIL Securities Limited.**, Share Transfer Agents of the Company for their doing the needful.
13. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
14. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission / transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
15. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/ RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
16. Electronic copy of the Annual Report for 2014-2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 2014-2015 is being sent in the permitted mode.
17. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2014-2015 will also be available on the Company's website www.rajpack.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@rajpack.com.
18. Voting through electronic means
 In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID- For CDSL: 16 digits beneficiary ID followed by 8 Digits Client ID, Members holding shares in Physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and click on login.

(v) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.co.in for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For CDSL: 16 digits beneficiary ID For NSDL: 8 Character DP ID followed by 8 Digits Client ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their **PAN** with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Mohan with sequence number 1 then enter MO00000001 in the PAN Field.

please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field.

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

(viii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). Kindly note that this password is also to be 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

(ix) Click on the relevant EVSN on which you choose to vote.

(x) 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.

(xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (II) In case of members receiving the Physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**
 - (A) Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
 - (B) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
 - (C) The voting period begins on 26.09.2015 at 9.00 A.M. and ends on 28.09.2015 at 5.00.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 23.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (D) 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 under help section or write an email to helpdesk.evoting@cdslindia.com
- (xvi) Mr. S. Sarveswar Reddy, Practicing Company Secretary, bearing C.P. Number 7478 has been appointed as the Scrutinizer to scrutinize the e-voting process.
- (xvii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xviii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rajpack.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

By the Order of the Board of Directors
For RAJ PACKAGING INDUSTRIES LTD.

Sd/-
PREM CHAND KANKARIA
MANAGING DIRECTOR
(DIN: 00062584)

Place : Hyderabad
Date : 08.08.2015

EXPLANATORY STATEMENT

(Pursuant to Section 102(2) of the Companies Act, 2013)

ITEM NO. 4:

The Board of Directors at their meeting held on 29.05.2015 have, subject to the approval of the Shareholders, re-appointed Mr. Prem Chand Kankaria (DIN 00062584) as Managing Director of the Company with effect from 01.04.2015 for a period of 5 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein.

Taking into consideration the duties and responsibilities shouldered on the Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 29.05.2015 approved the remuneration, terms and conditions of the re-appointment of Mr. Prem Chand Kankaria (DIN 00062584), subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions as given hereunder:

- a) Remuneration: Rs. 3,00,000/- per month (Rupees Three Lakhs Only) The yearly increment will be decided by board of directors with recommendation of Remuneration Committee.
- b) Medical Re-imbursement – Medical expenses incurred by the Managing Director for self and family including dependent parents subject to a ceiling of one month's salary per year or three month's in block of three years to be reimbursed.
- c) Leave Travel Concession for self & family once in a year as per the rules of the Company.
- d) Club fees – Fees of club to a maximum of two clubs will be allowed.
- e) Personal Accident – For an amount to cover within the annual insurance premium.
- f) Provident fund – Company's Provident Fund shall be 12 % of the salary. It will not be taken as perquisite.
- g) Gratuity – Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- h) Car – Free use of Company's car with driver for Company's business. This will not be considered as perquisite.
- i) Telephone at Residence – Free use of telephone at residence for official purpose. This will not be considered as perquisite.
- j) Leave – On full pay and allowance as per rules of the Company but not more than one month's leave for every eleven month's alongwith to be allowed. Leave not availed would be allowed to be encashed.
- k) Entertainment Expenses – The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred for the business of the Company.
- l) Provide furnished residential accommodation or house rent allowance as mutually agreed upon or as per the rules of the company with all amenities including gas, electricity, water personal accident insurance etc. as allowed under the Income Tax Act.

Having regard to the knowledge, experience of Mr. Prem Chand Kankaria (DIN 00062584) and considering the recommendations of Nomination & Remuneration committee, the Board accorded its approval at the meeting held on 29th May, 2015 subject to the approval of shareholders of the Company, for revision of the salary payable to Mr. Prem Chand Kankaria (DIN 00062584), with in the maximum limit of managerial remuneration (without the approval of the Central Government) as prescribed under Section 197 read with Schedule V to the Companies Act, 2013 till the expiry of his respective tenure. The Nomination & Remuneration committee had approved the remuneration payable to Mr. Prem Chand Kankaria (DIN 00062584) by passing the necessary resolution in its meeting held on 29th May, 2015 in terms of Schedule V to the Companies Act, 2013.

Hence, the Board recommends the resolution for your approval.

Except Mr. Prem Chand Kankaria and Ms. Neepa Kankaria, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.