

31st

ANNUAL REPORT

2017-18



RAJ

PACKAGING INDUSTRIES LTD



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. V. S.N Murthy	-Non Executive & Independent Director	(DIN: 00021952)
Dr. R.R. Pujari	-Non Executive & Independent Director	(DIN: 00018994)
Mr. Suresh Chandra Bapna	-Non Executive & Independent Director	(DIN: 00154834)
Mr. Prem Chand Kankaria	-Managing Director	(DIN: 00062584)
Ms. Neepa Kankaria	-Whole Time Director	(DIN: 06637083)
Mr. Pushp Raj Singhvi	-Non Executive Director	(DIN: 00347511)

CFO	- Mr. M. Narsimha
Company Secretary	- Ms. Khushboo Joshi

REGISTERED OFFICE

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

CORPORATE IDENTITY NUMBER :
 L25209-TG1987PLC007550

AUDITORS

SVP & Associates
 Chartered Accountants
 Mumbai

SECRETARIAL AUDITOR

M/s. S. S. Reddy & Associates
 Practicing Company Secretaries
 Hyderabad

INTERNAL AUDITOR:

M/s. MGM & Co., Chartered Accountants

BANKERS

State Bank of India
 SME Branch, Saifabad, Hyderabad

AUDIT COMMITTEE

Mr. V. Suryanarayana Murthy - Chairman
 Dr. R. R. Pujari - Member
 Mr. Prem Chand Kankaria - Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Suresh Chandra Bapna - Chairman
 Mr. V. Suryanarayana Murthy - Member
 Dr. R. R. Pujari - Member

Mr. Pushp Raj Singhvi - Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Pushp Raj Singhvi - Chairman
 Mr. Suresh Chandra Bapna - Member
 Ms. Neepa Kankaria - Member

INDEPENDENT DIRECTORS COMMITTEE:

Mr. V. Suryanarayana Murthy - Chairman
 Mr. Suresh Chandra Bapna - Member
 Dr. R. R. Pujari - Member

RISK MANAGEMENT COMMITTEE:

Dr. R R Pujari - Chairman
 Mr. Prem Chand Kankaria - Member
 Mr. V. Suryanarayana Murthy - Member
 Mr. Pushp Raj Singhvi - Member

REGISTRAR & SHARE TRANSFER AGENTS

CIL Securities Ltd.
 214, Raghavaratna Towers,
 Chirag Ali Lane,
 Hyderabad 500 001.
 Ph.No. (040)23202465/66612093, Fax.(040) 23203028

LISTED AT

ISIN : BSE Limited
WEBSITE : INE639C01013
INVESTOR E-MAIL ID : www.rajpack.com
 : secretary@rajpack.com

31st ANNUAL GENERAL MEETING

Day	: Thursday
Date	: 27 th September, 2018
Time	: 11.00 A.M.
Venue	: Hotel Inner Circle, Lane beside Saboo Motors, Raj Bhavan Road, Hyderabad. – 500 082

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Shareholders of Raj Packaging Industries Limited will be held on Thursday, 27th of September 2018 at 11.00 A.M. at Hotel Inner Circle, Lane Beside Saboo Motors, Raj Bhavan Road, Hyderabad, Telangana - 500082, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March 2018.
"Resolved that dividend @ 5% i.e., Rs. 0.50 paise per equity share be and is hereby approved for the financial year 2017-18."
3. To appoint a director in place of Ms. Neepa Kankaria, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:

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

"RESOLVED THAT pursuant to Section 13 and Section 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof the following as new Clause V:

V. The Authorized Capital of the Company is Rs.6,00,00,000/- (Rupees six Crores only) divided into 60,00,000 (Sixty Lakhs only) Equity Shares of Rs 10/- (Ten only)."

"FURTHER RESOLVED THAT the Board of the Company be and is hereby authorized to take all such necessary steps/actions, deeds, things as may be deemed expedient to give effect to this resolution including signing all such necessary documents and filing of all such necessary E-forms as may be required in this regard with the Registrar of Companies, Andhra Pradesh and Telangana."

For RAJ PACKAGING INDUSTRIES LTD.

Sd/-

**KHUSHBOO JOSHI
COMPANY SECRETARY**

**Place : Hyderabad
Date : 01.08.2018**

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 Registered 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 22nd September, 2018 to 27th September, 2018 (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 dematerialised 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 22nd September, 2018 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 21st September, 2018
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. Recent regulations requires submission of Aadhar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card/PAN details to the Company/Registrar and Share Transfer Agents.
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 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. SEBI has notified vide Notification No. SEBI/LAD-NRO/GN/2018/24 that securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
16. 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.
17. Electronic copy of the Annual Report for 2017-18 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 2017-18 is being sent in the permitted mode.
18. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.rajpack.com for them to 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: secretary@rajpack.com
19. Voting through Electronic Means (E-Voting Facility)

Pursuant to the provisions of Section 108 of the Act read with the rules thereunder and Regulation 44 of SEBI LODR Regulations, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the 31st Annual General Meeting scheduled to be held on Thursday, 27th September, 2018, at 11.00 a.m. at Hotel Inner Circle, Somajiguda, Hyderabad, Telangana.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

The e-voting facility will be available during the following voting period:

Commencement of e-voting: From 24th September, 2018 at 9.00 a.m.

End of e-voting: Up to 26th September, 2018 at 5.00 p.m.

The cut-off date (i.e. the record date) for the purpose of e-voting is 22nd September, 2018.

Please read the procedure and instructions for e-voting given below before exercising the vote.

This communication forms an integral part of the Notice dated 1st August, 2018 for the AGM

scheduled to be held on 27th September, 2018, Thursday at 11.00 A.M. which is enclosed herewith and is also made available on the website of the Company www.rajpack.com. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through CDSL for all shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Notice of the 31st Annual General Meeting of the Company dated 1st August, 2018.

Procedure and instructions for e-voting

- (i) The E-voting period begins on 24th September, 2018 (9.00 A.M) and ends on 26th September, 2018 (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 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 8 digits of the sequence number 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant < Raj Packaging Industries Limited >
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 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 linked in the login 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.
- (xx) 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.

2. OTHER INSTRUCTIONS:

- (i). Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting.

- (ii) The voting rights of shareholders shall be in proportions to the shares held by them in the paid equity share capital of the Company as on the cut-off date i.e. 22nd September 2018.
 - (iv) The Company has appointed M/s. S. S. Reddy & Associates, Practicing Company Secretaries Hyderabad as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
 - (v) The Scrutinizer shall after the conclusion of the Voting at the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him.
 - (vi) Voting is provided to the members through e-voting and at the Annual General Meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Annual General Meeting of the Company.
 - (vii) If a Member casts votes by both modes, then voting done through e-voting shall prevail.
 - (viii) 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 and will be communicated to the BSE Limited.
19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
20. Relevant documents referred to in the accompanying Notice, as well as Annual Report and Annual Accounts are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting.
21. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

For RAJ PACKAGING INDUSTRIES LTD.

Place : Hyderabad
Date : 01.08.2018

Sd/-
KHUSHBOO JOSHI
COMPANY SECRETARY

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO.4:

The present authorised share capital of the company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only). The company is proposing further issue of shares. Considering the allotment in future, the Board has approved, subject to the shareholders' approval, an increase in the authorised share capital to Rs. 6,00,00,000 divided into 60,00,000 equity shares of Rs 10/- each.

Pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, an increase in the authorised share capital of the company and consequent amendments in the capital clause of the Memorandum of Association of the company requires approval of the members. Approval of the members is, therefore, sought in terms of the said sections.

Your Directors recommend the above Ordinary Resolution for your approval.

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

For RAJ PACKAGING INDUSTRIES LTD.

Place : Hyderabad
Date : 01.08.2018

Sd/-
KHUSHBOO JOSHI
COMPANY SECRETARY