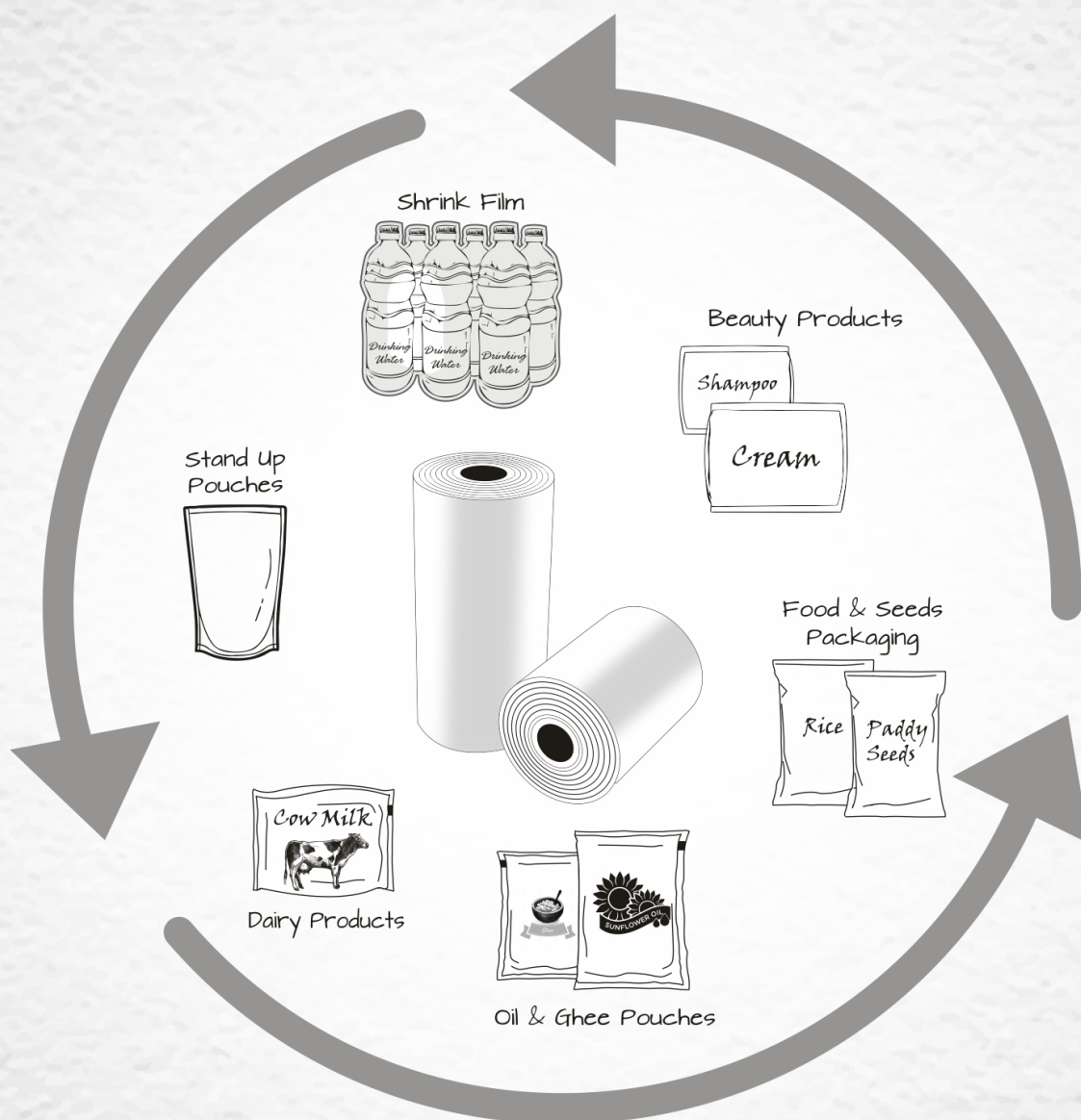




RAJ
Packaging
Industries Ltd.

**33rd ANNUAL
REPORT
2019-20**



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CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Prem Chand Kankaria	- Managing Director (DIN: 00062584)
Ms. Neepa Kankaria	- Whole Time Director (DIN: 06637083)
Mr. Pushapraj Singhvi	- Non-Executive Director (DIN: 00255738)
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)

CHIEF FINANCIAL OFFICER: Mr. M. Narsimha

COMPANY SECRETARY & COMPLIANCE OFFICER: Ms. Khushboo Joshi

REGISTERED OFFICE:

6-3-1247, Metro Residency
Flat No.202&203 Raj Bhavan Road
Hyderabad - 500082 Telangana, India.
Ph. No: (040)-23392024/25
Email: info@rajpack.com
Website: www.rajpack.com

CORPORATE IDENTITY NUMBER: L25209TG1987PLC007550

STATUTORY AUDITORS:

SVP & Associates, Chartered Accountants, Mumbai

SECRETARIAL AUDITORS:

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. PushaprajSinghvi	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Pushapraj Singhvi	- Chairman
Mr. Suresh Chandra Bapna	- Member
Ms. NeepaKankaria	- Member

RISK MANAGEMENT COMMITTEE:

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

INDEPENDENT DIRECTORS COMMITTEE:

Mr. V. Suryanarayana Murthy	- Member
Mr. Suresh Chandra Bapna	- Member
Dr. R. R. Pujari	- 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 : BSE Limited

ISIN : INE639C01013

WEBSITE : www.rajpack.com

INVESTOR E-MAIL ID : secretary@rajpack.com

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Shareholders of Raj Packaging Industries Limited will be held on Wednesday, 30th day of September 2020 at 3:00 P.M. through Video Conferencing/ Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020, 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 appoint a director in place of Ms. Neepa Kankaria, Executive Director of the Company who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To re- appoint Mr. Prem Chand Kankaria as the Managing Director of the Company for a period of five years:**

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the company and subject to any other approvals as may be required, the consent of the members of the company be and is here accorded for re-appointment of Mr. Prem Chand Kanakria (DIN: 00062584), as the Managing Director of the company, for a period of five years with effect from 01.04.2020 to 31.03.2025 at a remuneration of Rs.3,30,000/- on such terms and conditions as set out in the explanatory statement annexed hereto.

“RESOLVED FURTHER THAT the Board of Directors of the Company subject to Section II (A) of Part II of Schedule V of the Companies Act, 2013 and any amendments thereto, may alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be mutually agreed to between the Board of Directors and Mr. Prem Chand Kankaria”

“RESOLVED FURTHER THAT notwithstanding the above, in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Prem Chand Kankaria be by way of salaries and allowances as specified above as minimum remuneration in terms of proviso to Section II (A) of Part II of Schedule V of the Companies Act, 2013 as may be applicable to the Company from time to time. “

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Ms. Neepa Kankaria, Director of the Company and/or Ms. Khushboo Joshi, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

4. Re-appointment of Mr. V S N Murthy (DIN: 00021952) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152,160 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Articles of Association of the Company, and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. V S N Murthy (DIN: 00021952), who holds office of Independent Director up to 7th August, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, not liable to retire by rotation, to hold office on the Board of the Company w.e.f. 07.08.2020 upto conclusion of 35th Annual General Meeting of the Company to be held for the Financial Year 2021-22.”

“RESOLVED FURTHER THAT the Managing Director of the Company and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

5. Re-appointment of Mr. Suresh Chadra Bapna (DIN: 00154834) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152,160 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Articles of Association of the Company, and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Suresh Chadra Bapna (DIN: 00154834), who holds office of Independent Director up to 7th August, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the

Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, not liable to retire by rotation, to hold office on the Board of the Company w.e.f. 07.08.2020 upto the conclusion of 35th Annual General Meeting of the Company to be held for the Financial Year 2021-22.”

“RESOLVED FURTHER THAT the Managing Director of the Company and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

FOR RAJ PACKAGING INDUSTRIES LIMITED

PLACE: HYDERABAD
DATE: 24.08.2020

Sd/-
KHUSHBOO JOSHI
COMPANY SECRETARY

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rajpack.com
7. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.
9. 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.

10. Shareholders holding shares in physical form may write to the company/company's R&T agents for any change in their address; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
11. 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.
12. 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 Ltd**)
13. 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.
14. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
15. 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.
16. 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.
17. 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.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

20. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- II. The remote e-voting period commences on 27th day, September 2020 (9:00 a.m. IST) and ends on 29th day, September, 2020 (5:00 p.m. IST). The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not

barred from doing so, shall be eligible to vote through e-voting system during the AGM. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2019, may cast their vote by remote e-voting.

- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- V. The details of the process and manner for remote e-voting are explained herein below:
- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (ii) Click on Shareholders tab.
 - (iii) 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.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) 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.
 - (vi) 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.