



## DUROPACK LIMITED

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### DUROPACK LIMITED

CIN: L74899DL1986PLC025835  
Registered Office: 3123, Sector-D, Pocket-III, Vasant Kunj,  
New Delhi-110070, India, Tele: 011-26181611  
Email: info@duropackindia.com Website: www.duropackindia.com

#### NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Duro Pack Limited is scheduled to be held on Wednesday, 25th September, 2019 at Community Centre, Sector D, Pocket III, Vasant Kunj, New Delhi-110070 at 10.00 a.m. to transact following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Atula Jain (DIN: 01753583), who retires by rotation at this Annual General Meeting and being eligible, offered herself for re-appointment.

#### SPECIAL BUSINESS

3. **TO RE-APPOINT AND APPROVE THE REMUNERATION PAYABLE TO MR. VIVEK JAIN AS MANAGING DIRECTOR 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 provision of section 196, 197 & 203 read with Schedule V and other applicable provisions, if any of the Companies Act 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with rule and regulations made thereunder along with schedule V of the act, approval of members of Company be and are hereby accorded to the re-appointment and payment of remuneration to Mr. Vivek Jain (DIN : 01753065) as Managing Director for a further period of five years with effect from 1st April 2019 to perform the duties as mentioned under the provisions of the Act and the rules and regulations made there under and any other duties assigned to him by the Board from time to time with the following terms and conditions:

1. Term of Appointment: 5 Year
2. Designation: Managing Director
3. Salary:1,50,000/- Per Month
4. Perquisites as per policy of the Company not exceeding Rs. 2,00,000/- per month including but not limited to the following:
  - I. Contribution to provident, superannuation or annuity fund to the extent these either singly or together are not taxable under the IT act 1961.
  - II. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
  - III. Medical expenses, LTC for Family, Uniform Allowance, Club Fees as per rules of the Company with the liberty to the Board of Directors to alter or vary the terms and conditions of the said appointment so as not to exceed the limits, if any, specified in Schedule V of the Companies Act, 2013 including any amendment and/or re-enactment thereof.

**RESOLVED FURTHER THAT** wherein in any financial year, the Company has no profits or its profit are inadequate, the Company may pay to Mr. Vivek Jain by way of salary, perquisites and other allowances not exceeding the limits specified in the Section 197 read with Schedule V of the Companies Act, 2013 including any amendment and/or re-enactment thereof".



**RESOLVED FURTHER THAT** Mr. Vivek Jain, shall be designated as Key Managerial Personnel (to act as Managing Director [MD]) as per the provisions of Section 203 of the Act.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution."

**4. TO RE-APPOINT AND APPROVE THE REMUNERATION PAYABLE TO MR. VINEET JAIN AS WHOLE TIME DIRECTOR TO BE DESIGNATED AS CHIEF FINANCIAL OFFICER 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 provision of section 196, 197 & 203 read with Schedule V and other applicable provisions, if any of the Companies Act 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with rule and regulations made thereunder along with schedule V of the act, approval of members of Company be and are hereby accorded to the re-appointment and payment of remuneration Mr. Vineet Jain (DIN 01823758) as Whole time director to be designated as Chief Financial Officer of the Company for a further period of five years with effect from 1st April 2019 to perform the duties as mentioned under the provisions of the Act and the rules and regulations made there under and any other duties assigned to him by the Board from time to time, with the following terms and conditions:

1. Term of Appointment: 5 Year
2. Designation: Whole time Director & Chief Financial Officer
3. Salary: 1,50,000/- Per Month
4. Perquisites as per policy of the Company not exceeding Rs. 2,00,000/- per month including but not limited to the following:
  - I. Contribution to provident, superannuation or annuity fund to the extent these either singly or together are not taxable under the IT act 1961.
  - II. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
  - III. Medical expenses, LTC for Family, Uniform Allowance, Club Fees as per rules of the Company with the liberty to the Board of Directors to alter or vary the terms and conditions of the said appointment so as not to exceed the limits, if any, specified in Schedule V of the Companies Act, 2013 including any amendment and/or re-enactment thereof.

**RESOLVED FURTHER THAT** wherein in any financial year, the Company has no profits or its profit are inadequate, the Company may pay to Mr. Vineet Jain by way of salary, perquisites and other allowances not exceeding the limits specified in the Section 197 read with Schedule V of the Companies Act, 2013 including any amendment and/or re-enactment thereof".

**RESOLVED FURTHER THAT** Mr. Vineet Jain, shall also be designated as Key Managerial Personnel (to act as Chief Financial Officer [CFO]) as per the provisions of Section 203 of the Act.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution."

**5. RE-APPOINTMENT OF MR. VIKRAM VIJH AS AN INDEPENDENT DIRECTOR 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 the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vikram Vjrh (DIN: 00939819), who



was appointed as an Independent Director of the Company for a term of five year upto 25th September 2019, be and is hereby re-appointed as an Independent Director of the Company to hold office for the period of five consecutive year commencing from 26th September 2019 to 25th September 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution."

**6. RE-APPOINTMENT OF MR. KRISHAN KUMAR GUPTA AS AN INDEPENDENT DIRECTOR 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 the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Krishan Kumar Gupta (DIN: 00241744) who was appointed as an Independent Director of the Company for a term of five year upto 25th September 2019, be and is hereby re-appointed as an Independent Director of the Company to hold office for the period of five consecutive year commencing from 26th September 2019 to 25th September 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

**7. RE-APPOINTMENT OF MR. SHARAD AGGARWAL AS AN INDEPENDENT DIRECTOR 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 the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sharad Aggarwal was appointed as an Independent Director of the Company for a term of five year upto 25th September 2019, be and is hereby re-appointed as an Independent Director of the Company to hold office for the period of five consecutive year commencing from 26th September 2019 to 25th September 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution."

By order of the Board of Directors  
For **Duropack Limited**

Date: 13th August 2019  
Place: New Delhi

Sd/-  
**Vivek Jain**  
Managing Director  
DIN: 1753065



**NOTES:**

1. A statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (as amended from time to time) concerning each item of special business to be transacted at the EGM is annexed hereto (the "Explanatory Statement")
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. **PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT 2013, READ WITH THE APPLICABLE RULES THEREON, A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.**
4. EVERY MEMBER ENTITLED TO VOTE AT THE MEETING CAN INSPECT THE PROXIES LODGED AT THE COMPANY, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, DURING THE PERIOD BEGINNING 24 (TWENTY FOUR) HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING ON THE CONCLUSION OF THE MEETING. HOWEVER, PRIOR NOTICE OF NOT LESS THAN 3 (THREE) DAYS IN WRITING OF THE INTENTION TO INSPECT THE PROXIES LODGED SHALL BE REQUIRED TO BE PROVIDED TO THE COMPANY.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company, in advance, a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
6. The Attendance Slip and Proxy Form with clear instructions for filling, stamping, signing and / or depositing the Proxy Form are enclosed.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
8. Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialized form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Route map of the venue of the meeting is annexed with this Notice.
11. The register of directors and key managerial personnel and their shareholding maintained under section 170 of the companies act, 2013 will be available for inspection by the members at the annual general meeting.
12. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from September 19th, 2019 to September 25th, 2019 (both days inclusive) for the purpose of 31st AGM of the Company.
13. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the Members who have registered e-mail addresses, through e-mail and to all other members by permitted mode, whose names appeared in the Register of Members of the Company as on the close of business hours on 23rd August, 2019. ("Record Date").

To support the 'Green Initiative' Members holding shares in physical mode are requested to register their email ID's with the Abhipra Capital Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).



14. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company.
15. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Abhipra Capital Limited, for consolidation into a single folio.
17. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting.
18. Mandatory PAN Submission: The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Abhipra Capital Limited.
19. Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Abhipra Capital Limited, who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.
20. Members are requested to send in their queries at least a week in advance to the Compliance Officer at the Registered Office of the Company to facilitate clarifications during the meeting.
21. Any person who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on cut-off date, i.e. 18th September, 2019 may write for the notice to Registrar & Share Transfer Agent of the Company, Abhipra Capital Limited, or send an email at [info@duropackindia.com](mailto:info@duropackindia.com).
22. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website [www.duropackindia.com](http://www.duropackindia.com) for their download in the Investors section. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at situated at 3123, Sector-D, Pocket-III, Vasant Kunj, New Delhi-110070, India for inspection during normal business hours on working days.
23. In compliance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 and the rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.
24. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. September 18th, 2019 and as per the Register of Members of the Company. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only
25. The facility for voting through ballot paper shall be made available at the AGM and Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
26. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
27. **Instruction for voting electronically are as under:**
  - i The voting period begins on Sunday, 22nd September, 2019 at 09.00 A.M. and ends on Tuesday, 24th September 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September 2019, 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](http://www.evotingindia.com).
  - iii Click on Shareholders / Members
  - iv Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,



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- 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (h) 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"><li>• 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.</li><li>• 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.</li></ul>
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"><li>• 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).</li></ul>

- (b) After entering these details appropriately, click on "SUBMIT" tab.
- (c) 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.
- (d) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (e) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (f) 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.
- (g) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (h) 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.
- (i) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (j) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (k) If a demat account holder has forgotten the changed 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.
- (l) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**



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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

The shareholders may also contact during the office hours (10AM to 5 PM) in case of any grievance connected with e-voting to:

Mr.Vivek Jain

Managing Director

Address: 3123, Sector D, Pocket III, VasantKunj, New Delhi

Email id: [info@duropackindia.com](mailto:info@duropackindia.com)

Phone No.: 011-2618 1611

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

**Item No. 3**

The tenure of Mr. Vivek Jain as Managing Director of the Company had expired on 31st March 2019. Considering his valuable contributions made towards company and having vast & rich experience in the business activity of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 30th March 2019, has reappointed Mr. Vivek Jain (DIN: 01753065), as the Managing Director of the Company for a further period of 5 years commencing from 1st April 2019, on the terms and conditions mentioned in the resolution as contained in this notice, subject to the approval of the members.

Mr. Vivek Jain is not disqualified from being appointed as Managing Director in terms of the applicable provision of the Companies Act 2013 and the Company has also received his consent to act as Managing Director.

Further, the remuneration payable to Managing Director in excess of the limit of specified under section 197 needs to be approved by the members and therefore, in compliance of the provision of section 197 and schedule V of the Companies Act 2013, the remuneration payable to Mr. Vivek Jain as specified in the resolution are placed before the members for their approval.

Your Directors recommend the resolution set out at Item No. 3 as a Special Resolution to the Members for their approval.

Apart from the Mr. Vivek Jain, Mr. Vineet Jain, Whole time Director; Ms. Atula Jain, Director, being related to Mr. Vivek Jain, are interested in the resolution set out at Item No. 3 of this notice. The other relatives of Mr. Vivek Jain may be deemed to be interested in the said resolution of this notice to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors/Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

**Item No. 4**

The tenure of Mr. Vineet Jain as Whole time Director of the Company had expired on 31st March 2019. He also holds the position of Chief Financial Officer of the Company. Keeping in view his rich knowledge in the field of accounts & finance and in the packaging industry in which the business of company is carried on, the Boards of Directors, on the basis of the





recommendation of the Nomination and Remuneration Committee, at its meeting held on 30th March 2019, has reappointed Mr. Vineet Jain (DIN: 01823758), as the Whole time Director to be designated as Chief Financial Officer of the Company for a further period of 5 years commencing from 1st April 2019, on the terms and conditions mentioned in the resolution as contained in this notice, subject to the approval of the members.

Mr. Vineet Jain is not disqualified from being appointed as Whole time Director in terms of the applicable provision of the Companies Act 2013 and the Company has also received his consent to act as Whole time Director.

Further, the remuneration payable to Whole time Director in excess of the limit of specified under section 197 needs to be approved by the members and therefore, in compliance of the provision of section 197 and schedule V of the Companies Act 2013, the remuneration payable to Mr. Vineet Jain as specified in the resolution are placed before the members for their approval.

Your Directors recommend the resolution set out at Item No. 4 as a Special Resolution to the Members for their approval.

Apart from the Mr. Vineet Jain, Mr. Vivek Jain, Managing Director; Ms. Atula Jain, Director, being related to Mr. Vineet Jain, are interested in the resolution set out at Item No. 4 of this notice. The other relatives of Mr. Vineet Jain may be deemed to be interested in the said resolution of this notice to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors/Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

### **Item No. 5**

Mr. Vikram Vijn (DIN: 00939819) was appointed as Non-Executive Independent Director of the Company with effect from 26th September 2014 for a period of five consecutive years and accordingly he is liable to held his office upto 25th September, 2019.

In view of his performance in the present term and contribution to the Board of the Company, it is felt that his continued association would be of immense benefit to the Company. As per recommendation of the Nomination and Remuneration Committee of the Board based on skills, rich, experience, knowledge, continued valuable contribution made by Mr. Vikram Vijn, the Board of Directors of the Company at their meeting held on 13th August, 2019, re-appointed Mr. Vikram Vijn, as a Non-Executive Independent Director of the Company for a further term of five consecutive year from 26th September 2019 to 25th September 2024, subject to the approval of members of the Company by way of a special resolution. The office of Mr. Vikram Vijn shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013 ("the Act").

The Company has received a declaration from Mr. Vikram Vijn confirming the criteria of independence as prescribed under Section 149(6) of the Act and under the Regulation 16(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"). Mr. Vikram Vijn is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Act & SEBI Regulations and is independent of the management.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Vikram Vijn for re-appointment as an Independent Non-Executive Director of the Company. A copy of the draft letter for re-appointment of Mr. Vikram Vijn setting out the terms and conditions of re-appointment is available for inspection without any fee by the members at the Registered Office of the Company, till the date of AGM. The details as required under SEBI Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India are mentioned under the head 'Additional Information'.

In terms of provisions of Section 149(10), an independent Director shall be eligible for re-appointment for second tenure with the approval of members by passing a special resolution.

Your Directors recommend the resolution set out at Item No. 5 as a Special Resolution to the Members for their approval.

Except Mr. Vikram Vijn, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

### **Item No. 6**

Mr. Krishan Kumar Gupta (DIN: 00241744) was appointed as Non-Executive Independent Director of the Company with effect from 26th September 2014 for a period of five consecutive years and accordingly he is liable to held his office upto 25th September, 2019.





In view of his performance in the present term and contribution to the Board of the Company, it is felt that his continued association would be of immense benefit to the Company. As per recommendation of the Nomination and Remuneration Committee of the Board based on skills, rich, experience, knowledge, continued valuable contribution made by Mr. Krishan Kumar Gupta, the Board of Directors of the Company at their meeting held on 13th August, 2019, re-appointed Mr. Krishan Kumar Gupta, as a Non-Executive Independent Director of the Company for a further term of five consecutive year from 26th September 2019 to 25th September 2024, subject to the approval of members of the Company by way of a special resolution. The office of Mr. Krishan Kumar Gupta shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013 ("the Act").

The Company has received a declaration from Mr. Krishan Kumar Gupta confirming the criteria of independence as prescribed under Section 149(6) of the Act and under the Regulation 16(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"). Mr. Krishan Kumar Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Act & SEBI Regulations and is independent of the management.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Krishan Kumar Gupta for re-appointment as an Independent Non-Executive Director of the Company. A copy of the draft letter for re-appointment of Mr. Krishan Kumar Gupta setting out the terms and conditions of re-appointment is available for inspection without any fee by the members at the Registered Office of the Company, till the date of AGM. The details as required under SEBI Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India are mentioned under the head 'Additional Information'.

In terms of provisions of Section 149(10), an independent Director shall be eligible for re-appointment for second tenure with the approval of members by passing a special resolution.

Your Directors recommend the resolution set out at Item No. 6 as a Special Resolution to the Members for their approval.

Except Mr. Krishan Kumar Gupta, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

### **Item No. 7**

Mr. Sharad Aggarwal (DIN: 00629816) was appointed as Non-Executive Independent Director of the Company with effect from 26th September 2014 for a period of five consecutive years and accordingly he is liable to held his office upto 25th September, 2019.

In view of his performance in the present term and contribution to the Board of the Company, it is felt that his continued association would be of immense benefit to the Company. As per recommendation of the Nomination and Remuneration Committee of the Board based on skills, rich, experience, knowledge, continued valuable contribution made by Mr. Vikram Vijh, the Board of Directors of the Company at their meeting held on 13th August, 2019, re-appointed Mr. Sharad Aggarwal, as a Non-Executive Independent Director of the Company for a further term of five consecutive year from 26th September 2019 to 25th September 2024, subject to the approval of members of the Company by way of a special resolution. The office of Mr. Sharad Aggarwal shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013 ("the Act").

The Company has received a declaration from Mr. Sharad Aggarwal confirming the criteria of independence as prescribed under Section 149(6) of the Act and under the Regulation 16(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"). Mr. Sharad Aggarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Act & SEBI Regulations and is independent of the management.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Sharad Aggarwal of the draft letter for re-appointment of Mr. Sharad Aggarwal setting out the terms and conditions of re-appointment is available for inspection without any fee by the members at the Registered Office of the Company, till the date of AGM. The details as required under SEBI Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India are mentioned under the head 'Additional Information'.

In terms of provisions of Section 149(10), an independent Director shall be eligible for re-appointment for second tenure with the approval of members by passing a special resolution.

Your Directors recommend the resolution set out at Item No. 7 as a Special Resolution to the Members for their approval.



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Except Mr. Sharad Aggarwal, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

### ADDITIONAL INFORMATION

Details of the Directors seeking appointment/re-appointment at the Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

PARTICULAR	MR. VIVEK JAIN	MR. VINEET JAIN
Name of the Director	Mr. Vivek Jain	Mr. Vineet Jain
DIN	01753065	01823758
Date of Birth	02-12-1964	03-03-1967
Date of Appointment	23rd October 1986	23rd October 1986
Qualification and Experience and expertise in Specific functional area	Mechanical Engineer, Experience is of 31 years in the field of Packaging Industry	Graduated with a bachelor's degree in Commerce. He has over 28 years of experience in industries. He has been a Director on our Board since 1986. Whole-time Director and a Promoter of the Company. His current responsibilities include the responsibilities as Chief Financial Officer.
Term and Condition of Appointment or Re-appointment	Mr. Vivek Jain is Managing Director of the Company liable to retire by rotation.	Mr. Vineet Jain is whole Time Director and Chief Financial Officer of the Company liable to retire by rotation.
Remuneration last drawn	Rs 18 lakh per annum	Rs 18 lakh per annum
Remuneration sought to be paid	As per the Term and Condition of Appointment or Re-appointment	As per the Term and Condition of Appointment or Re-appointment
Directorship in other Companies	1. Arihant Flexi Pack Pvt Ltd 2. Best Flexi Pack Pvt Ltd. 3. Vanshul Finance and Leasing Pvt Ltd 4. Eltex Communication Pvt Ltd. 5. Vasant Plantation Pvt. Ltd	1. Eastman Industries Ltd. 2. Eastman Cast & Forge Ltd. 3. Eastman Auto and Power Limited 4. Arihant Flexi Pack Pvt Ltd 5. Best Flexi Pack Pvt Ltd. 6. Vanshul Finance and Leasing Pvt Ltd 7. Eltex Communication Pvt Ltd. 8. Vasant Plantation Pvt. Ltd.
Member/Chairman of Committees of the Board of Directors of other Public Limited Companies, in which he is a Director.	NIL	NIL
Member/Chairman of Committees of the Board of Directors of the Company	1. Member in Stakeholder Grievance 2. Member in Audit Committee	NIL
Number of shares held in the Company	9,46,990	1,46,400
Relationship with directors and KMPs	Mrs. Atula Jain (Wife) Mr. Vineet Jain (Brother)	Mr. Vivek Jain (Brother) Mrs. Atula Jain (Sister in law)
No. of Board Meetings attended	6	6



## DUROPACK LIMITED

PARTICULAR	MR. VIKRAM VIJH	MR. SHARAD AGGARWAL	MR. KRISHAN KUMAR GUPTA
Name of the Director	Mr. Vikram Vijh	Mr. Sharad Aggarwal	Mr. Krishan Kumar Gupta
DIN	00939819	00629816	00241744
Date of Birth	22-09-1966	24-11-1966	05-03-1961
Date of Appointment	30-01-2010	30-01-2010	30-01-2010
Qualification and Experience and expertise in Specific functional area	Chartered Accountant with 25 years of rich experience as practicing Chartered Accountant	Chartered Accountant and Graduate in LLB with 25 years of experience in Export. Real estate and Hospitality business	Commerce Graduate with 30 years of experience in Manufacturing Business
Term and Condition of Appointment or Re-appointment	Mr. Vikram Vijh is Independent Director of Company	Mr. Sharad Aggarwal is Independent Director of Company	Mr. Krishan Kumar Gupta is Independent Director of Company
Remuneration last drawn	NA	NA	NA
Remuneration sought to be paid	As per the Term and Condition of Appointment or Re-appointment	As per the Term and Condition of Appointment or Re-appointment	As per the Term and Condition of Appointment or Re-appointment
Directorship in other Companies	NA	1. India Lease Development Limited 2. Knit Foulds Pvt Ltd 3. Sondhi Polyamide Pvt Ltd 4. K F Beltings Pvt Ltd 5. Oay Kay Forgings Pvt Ltd 6. Jay Vee Leatherite Pvt Ltd 7. Atlantic Land Developers Pvt Ltd 8. Sterling Hoteliers and Investments Pvt Ltd 9. Jazz Foods Pvt Ltd 10. Makro Lease Pvt Ltd 11. Hamilton land Developers Pvt Ltd	1. Golden Industries Private Limited.
Justification of choosing the appointee as Independent Director	Please refer Item No. 5 of the Explanatory Statement	Please refer Item No. 7 of the Explanatory Statement	Please refer Item No. 6 of the Explanatory Statement
Member/Chairman of Committees of the Board of Directors of other Public Limited Companies, in which he is a Director.	NIL	NIL	NIL
Member/Chairman of Committees of the Board of Directors of the Company	1. Member in Stakeholder Grievance 2. Member in Audit Committee 3. Member in Nomination and Remuneration Committee	1. Member in Audit Committee 2. Member in Nomination and Remuneration Committee	1. Member in Stakeholder Grievance 2. Member in Audit Committee 3. Member in Nomination and Remuneration Committee
Number of shares held in the Company	2,400	23,000	NA
Relationship with directors and KMPs	NA	NA	NA
No. of Board Meetings attended	6	6	6



## DUROPACK LIMITED

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<b>PARTICULAR</b>	<b>MRS. ATULA JAIN</b>
Name of the Director	Mrs. Atula Jain
DIN	01753583
Date of Birth	02-12-1964
Date of Appointment	26th September 2014
Qualification and Experience and expertise in Specific functional area	Graduate in Arts with 10 years of experience in Sales and Marketing
Term and Condition of Appointment or Re-appointment	Mrs. Atula Jain is Director of the Company liable to retire by rotation.
Remuneration last drawn	NA
Remuneration sought to be paid	As per the Term and Condition of Appointment or Re-appointment
Directorship in other Companies	1. Best Flexi Pack Pvt Ltd. 2. Duropack Leasing And Finance Private Limited 3. Park View Housing Private Limited
Member/Chairman of Committees of the Board of Directors of other Public Limited Companies, in which he is a Director.	NIL
Member/Chairman of Committees of the Board of Directors of the Company	NIL
Number of shares held in the Company	45000
Relationship with directors and KMPs	Wife of Vivek Jain Sister in law of Vineet Jain
No. of Board Meetings attended	6

By order of the Board of Directors  
**For Duro Pack Limited**

Date: 13th August, 2019  
Place: New Delhi

**Vivek Jain**  
**Managing Director**  
DIN : 01753065