



ENCODE PACKAGING INDIA LTD.
(FORMALLY KNOWN AS NOVA PUBLICATIONS INDIA LIMITED)

Date- 06.06.2022

To

General Manager,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai-400001

Sub: - Submission of Notice of 27th Annual General Meeting of the Company.

Dear Sir,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 find attached the Notice of 27th Annual General Meeting of Encode Packaging India Limited.

This is for your information and record purpose.

Thanks & Regards

Shagun Dewan
Shagun Dewan
(Company Secretary
cum Compliance Officer)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **27th (Twenty seventh)** Annual General Meeting of the Members of ENCODE PACKAGING INDIA LIMITED will be held on **Monday, the 04th day of July, 2022 at 02:00 P.M.** at registered office of the Company at D-82, FOCAL POINT EXTENSION JALANDHAR CITY PUNJAB 144004 IN to transact the following businesses:

ORDINARY BUSINESS

Item No.1- Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Directors and the Auditors thereon.

Item No.2- Retire By Rotation

To appoint a Director in place of Mr. Chetan Balubhai Patel (DIN: 03556088) who retires by rotation and being eligible, offers himself for re-appointment.

Item No.3- Appointment of Auditors

“RESOLVED THAT pursuant to provision to section 139 of the Companies Act, 2013 **M/s. SARNA & AGGARWAL (FRN- 011796C)** be and are hereby appointed as the Statutory auditors of the Company to hold office from the date of this 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company, at remuneration as may be fixed by the Board of Directors in consultation with the said Auditors.”

SPECIAL BUSINESS

Item No.4- Appointment of MR. RAMAN KUMAR as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **MR. RAMAN KUMAR (DIN:08784318)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th December,2021 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 27th December,2021 to 26th December,2026.”

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item No.5- Appointment of MR. NAVDEEP SINGH BHATTI as Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **MR. NAVDEEP SINGH BHATTI (DIN:03232929)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th February,2022 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 12th February,2022 to 11th February,2027.”

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item No.6- Appointment of MS. VIBHUTI BHATTI as Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 161, 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **MS. VIBHUTI BHATTI (DIN:08191843)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9thMarch, 2022 in terms of Section 161(1) 149, 150, 152 of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 9th March, 2022 to 8th March, 2027.”

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item No.7– Appointment of MR. GAGANDEEP SINGH as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 161, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **MR. GAGANDEEP SINGH (DIN: 07734887)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th June 2022 in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting be and is hereby appointed as Executive Director of the Company .”

Item No.8– Appointment of MR. RAJVIR SINGH as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 161, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **MR. RAJVIR SINGH (DIN: 07807886)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th June 2022 in terms of Section 161(1) of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting be and is hereby appointed as Executive Director of the Company .”

Item No 9-Reappointment of Mr. Sunil Kumar Chopra (DIN: 00092090) as a Managing Director of the Company for a period of further five years.

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

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Sunil Kumar Chopra (DIN:

00092090) as the Managing Director of the Company under the Companies Act, 2013 to be designated as Managing Director for a period of further five years with effect from 4th July, 2022 to 3rd July, 2027 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Sunil Kumar Chopra, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No 10-Reappointment of Mr. Rajan Chopra (DIN: 00092139) as a Whole-Time Director of the Company for a period of further five years.

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

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Rajan Chopra (DIN: 00092139) as a Whole-Time Director of the Company under the Companies Act, 2013 to be designated as Managing Director for a period of further five years with effect from 4th July, 2022 to 3rd July, 2027 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Sunil Kumar Chopra, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Item No.11– Adoption of New Set of Memorandum of Association of the Company as per Companies Act 2013

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

“RESOLVED THAT pursuant to Section 4 of the Companies Act, 2013 and subject to such other consents and approvals as may be needed, the consent of the members be and is hereby accorded for the adoption of new set of Memorandum of Association as per Companies Act 2013 in place of existing Memorandum of Association of the Company.

RESOLVED FURTHER that the Board of Directors be and are hereby authorized to do all ancillary and consequential matters in this regard”.

Item No.12– Adoption of New Set of Article of Association of the Company as per Companies Act 2013

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

“RESOLVED THAT pursuant to Section 5 of the Companies Act, 2013 and subject to such other consents and approvals as may be needed, the consent of the members be and is hereby accorded for the adoption of new set of Article of Association in place of existing Article of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all ancillary and consequential matters in this regard.”

Item No 13–To alter the main object in the Memorandum of Association of the Company.

“RESOLVED THAT pursuant to the provisions of Section 4 & 13 of companies act 2013 and other applicable provisions if any, the main objects of Memorandum of Association of the company be and is hereby altered by deleting old and adding the new objects no. 1 & 2 under clause 3rd (a) as follows:-

The objects to be pursued by the Company are as under:

1. To carry on business in India and elsewhere as manufacturers or and dealers in and importers and exporters of all kinds of packaging material including Self Adhesive Labels, Printed Labels, Peel-Off Labels, Hang Tags, Clamp Shell Cards, Mono Cartons, Header Cards, Belly Bands, Stickers, carry bags, Boxes, PDQ Boxes and Cartons wholly or partly made of paper, board, P.P. etc and packing requisite of every kind and related activities.
2. To construct, erect, establish a factory or factories and work-shops with suitable machines, plants, engines, tools, instruments for manufacturing packing articles and to adopt all processes of manufacture such as printing, cutting, lamination, embossing, foxing, pasting, binding, shaping, fabricating, or other chemical, mechanical, electrical or manual operations for making packing articles and also to take on hire, rent or

acquire, purchase any plant, engines, machinery, tools as referred to above from any person or body or association.

“RESOLVED FURTHER THAT Memorandum of Association of the company be altered accordingly in regard to change in the incidental/ancillary object of the company”

**By Order of the Board
For ENCODE PACKAGING INDIA LIMITED**

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| Sd/- SUNIL KUMAR CHOPRA MANAGING DIRECTOR (DIN: 00092090) | Sd/- RAJAN CHOPRA WHOLE TIME DIRECTOR (DIN: 00092139) |
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Place: JALANDHAR
Dated: 06.06.2022

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 41 CHANDAN NAGAR, JALANDHAR, PUNJAB-144008, PUNJAB NOT LESSTHAN 48 (FORTY EIGHT)
2. In case of joint holders attending the meeting, only such joint holder who is in higher in the order of will be entitled to vote.
3. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to cs@encodepackaging.com.
4. Members holding shares in electronic form are requested to intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their De-Mat Accounts immediately. Members holding shares in physical form are requested to advise any changes of address immediately to Registered Office of the Company or to Registrar M/s Datamatics Business Solutions Limited. Institutional investors, who are members of the Company, are encouraged to attend and vote at the twenty-seventh AGM of the Company.
5. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with Datamatics Business Solutions Limited ("Datamatics") at www.datamaticsbpo.com, info@dfssl.com. Further, the Company had availed of services offered by CDSL to update email addresses of shareholders of the Company

having their holding with a depository participant registered with CDSL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.

6. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
7. Members are requested to bring their attendance slips to the AGM. Duplicate admission slips and/or copies of the Annual Report and Accounts will not be provided at the AGM venue.
8. Route Map showing directions to reach to the venue of the 27th AGM is given at the end of this Notice as per the requirement of Secretarial Standards-2 on "General Meeting"
9. The Register of Members and Share Transfer Books of the Company will be closed from 28th June 2022 to 4th July 2022. (both days inclusive).
10. The cut-off date for e-voting is Monday the 27th June 2022.
11. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Monday 27th June 2022, such person may obtain the user id and password from Datamatics by email request on info@dfssl.com.
12. SEBI vide its notification dated 8th June 2018 as amended on 30th November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialize their physical holdings.
13. Instructions for remote e-voting and joining the AGM are as follows:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 30th June 2022 at 10.00 AM and ends on 3rd July 2022 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/record date) of Monday the 27th June 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1 : ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat |

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|--|--|
| | Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

STEP 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | 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. <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. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant ENCODE PACKAGING INDIA LIMITED 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 Resolution details.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporate" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz cs@encodepackaging.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. General Information

- Remote e-voting right cannot be exercised by a proxy.
 - The Results of the remote e-voting will be declared on or after the date of the AGM i.e. Monday 4th July 2022.
 - The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website encodepackaging.com under the section 'e-Voting results' and on the website of CDSL; such Results will also be forwarded to the Stock Exchange(s) where the Company's shares are listed.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No 3.

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), Meeting of the Company till the date of the Annual General Meeting held in Calendar year 2022, Accordingly the Board of Directors at their meeting held on 6th June 2022 have, subject to approval of shareholders in the forthcoming AGM, approved the appointment of **M/s. SARNA & AGGARWAL (FRN- 011796C)** to hold office from the date of this 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company at remuneration as may be fixed by the Board of Directors in consultation with the said Auditors."

None of the director has any interest in the resolution except as member(s) of the Company.

The resolution set out in Item no. 3 of this Notice is accordingly recommended for the approval by the members as Ordinary Resolution.

Item No 4.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed **MR. RAMAN KUMAR (DIN:08784318)**, as an Additional Independent Director of the Company by the Board of Directors with effect from 27th December,2021 under Section 161(1) of the Companies Act, 2013 and as per the Articles of Association of the Company and as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 27th December,2021 to 26th December,2026. Subject to the approval of the members.

The Company has received a notice from a member proposing **MR. RAMAN KUMAR** as a candidate for the office of Director of the Company. **MR. RAMAN KUMAR** does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

MR. RAMAN KUMAR has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, **MR. RAMAN KUMAR** fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of **MR. RAMAN KUMAR** as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of **MR. RAMAN KUMAR** as an Independent Non-Executive Director for a term of five consecutive years from 27th December,2021 to 26th December,2026.

MR. RAMAN KUMAR is an energetic qualified entrepreneur. **MR. RAMAN KUMAR** would bring with him immense experience to the Company in the areas of Educational Industry.

MR. RAMAN KUMAR is not related to any Director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - MR. RAMAN KUMAR

DIN: - 08784318

DATE OF BIRTH:-14.03.1986

DATE OF FIRST APPOINTMENT IN THE BOARD:- 27.12.2021

QUALIFICATION, EXPERIENCE & EXPERTISE:- energetic qualified entrepreneur.

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR :- 2

NO OF DIRECTORSHIP OF OTHER BOARD:-1

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD:- NIL

SHAREHOLDING IN COMPANY:-NIL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- earned a good name in the industry to which company belongs would bring with him immense experience to the Company in the areas of Educational Industry.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No 5.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed **MR. NAVDEEP SINGH BHATTI** as an Additional Independent Director of the Company by the Board of Directors with effect from 12th February,2022 under Section 161(1) of the Companies Act, 2013 and as per the Articles of Association of the Company and as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 12th February,2022 to 11th February,2027 Subject to the approval of the members.

The Company has received a notice from a member proposing **MR. NAVDEEP SINGH BHATTI** as a candidate for the office of Director of the Company. **MR. NAVDEEP SINGH BHATTI** does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

MR. NAVDEEP SINGH BHATTI has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, **MR. NAVDEEP SINGH BHATTI** fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of **MR. NAVDEEP SINGH BHATTI** as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of **MR. NAVDEEP SINGH BHATTI** as an Independent Non-Executive Director for a term of five consecutive years from 12th February,2022 to 11th February,2027

MR. NAVDEEP SINGH BHATTI is working in the industry since a long times and have decade of experience in the Educational Industry and has earned a good name in the industry.

MR. NAVDEEP SINGH BHATTI is not related to any Director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - NAVDEEP SINGH BHATTI

DIN: -03232929

DATE OF BIRTH:-04.10.1985

DATE OF FIRST APPOINTMENT IN THE BOARD:- 12.02.2022

QUALIFICATION, EXPERIENCE & EXPERTISE:- He is an acumen business man and having the wide experience in Educational Industry.

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR :-1

NO OF DIRECTORSHIP OF OTHER BOARD:-3

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD:- NIL
SHAREHOLDING IN COMPANY:-NIL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- acumen business man and having the wide experience in Educational Industry.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Item No 6.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors, appointed **MS. VIBHUTI BHATTII** as an Additional Independent Director of the Company by the Board of Directors with effect from 9th March, 2022 under Section 161(1) of the Companies Act, 2013 and as per the Articles of Association of the Company and as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 9th March, 2022 to 8th March, 2027 Subject to the approval of the members.

The Company has received a notice from a member proposing **MS. VIBHUTI BHATTI** as a candidate for the office of Director of the Company. **MS. VIBHUTI BHATTI** does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

MS. VIBHUTI BHATTI has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, **MS. VIBHUTI BHATTI** fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of **MS. VIBHUTI BHATTI** as an Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of **MS. VIBHUTI BHATTII** as an Independent Non-Executive Director for a term of five consecutive years from 27th December, 2021 to 26th December, 2026.

MS. VIBHUTI BHATTI would bring with her immense experience in the areas of Educational Industry.

MS. VIBHUTI BHATTII is not related to any Director of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - VIBHUTI BHATTI

DIN: -08191843

DATE OF BIRTH:-01.01.1985

DATE OF FIRST APPOINTMENT IN THE BOARD:- 09.03.2022

QUALIFICATION, EXPERIENCE & EXPERTISE:- having the wide experience in Educational Industry.

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR :-0

NO OF DIRECTORSHIP OF OTHER BOARD:-1

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD:- NIL

SHAREHOLDING IN COMPANY:-NIL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- acumen business man and having the wide experience in Educational Industry.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members

ITEM NO.7

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed **MR. GAGANDEEP SINGH (DIN: 07734887)**, as an Additional Director of the Company with effect from 6th June 2022 subject to approval in shareholder meeting. .In accordance with provisions of Section 161(1) and all other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required of the Companies Act, 2013, **MR. GAGANDEEP SINGH (DIN: 07734887)**, who holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company.

The Company has received a notice from a member proposing **MR. GAGANDEEP SINGH (DIN: 07734887)**, as a candidate for the office of Director of the Company

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - GAGANDEEP SINGH

DIN: - 07734887

DATE OF BIRTH:-25.06.1993

DATE OF FIRST APPOINTMENT IN THE BOARD:- 06.06.2022

QUALIFICATION, EXPERIENCE & EXPERTISE:- He has good experience in the field of Packaging business.

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR :-0

NO OF DIRECTORSHIP OF OTHER BOARD:-2

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD:- NIL

SHAREHOLDING IN COMPANY:-NIL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- Good and experienced Businessman

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

ITEM NO.8

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed **MR. RAJVIR SINGH (DIN: 07807886)**, as an Additional Director of the Company with effect from 6th June 2022 subject to approval in shareholder meeting. .In accordance with provisions of Section 161(1) and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required of the Companies Act, 2013, **MR. RAJVIR SINGH**, who holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company.

The Company has received a notice from a member proposing **MR. RAJVIR SINGH** as a candidate for the office of Director of the Company

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI herewith given below:-

NAME: - RAJVIR SINGH

DIN: - 07807886

DATE OF BIRTH:-09.11.1984

DATE OF FIRST APPOINTMENT IN THE BOARD:- 06.06.2022

QUALIFICATION, EXPERIENCE & EXPERTISE:- He has good experience in the field of Packaging business.

NUMBER OF MEETING OF THE BOARD ATTENDED DURING THE YEAR :-0

NO OF DIRECTORSHIP OF OTHER BOARD:-2

LIST OF MEMBERSHIP / CHAIRMANSHIP OF BOARD/COMMITTEES OF OTHER BOARD:- NIL

SHAREHOLDING IN COMPANY:-NIL.

RELATIONSHIP WITH OTHER DIRECTORS, MANAGER AND OTHER KEY MANAGERIAL PERSONNEL OF THE COMPANY:- NO

TERMS AND CONDITIONS OF APPOINTMENT OR RE-APPOINTMENT ALONG WITH DETAILS OF REMUNERATION SOUGHT TO BE PAID AND REMUNERATION LAST DRAWN BY SUCH PERSON:- As decided by the Nomination, Remuneration committee & Board.

JUSTIFICATION FOR CHOOSING THE APPOINTEES FOR APPOINTMENT AS INDEPENDENT DIRECTORS:- Good and experienced Businessman

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution.

Accordingly, based on recommendation of Nomination and Remuneration Committee the Board of Directors recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

ITEM NO.9

Mr. Sunil Kumar Chopra, is a co-promoter and Director of the Company. He is managing the whole of the affairs of the Company. He has technical and administrative experience of more than 35 years in the Company.

He has excellent grasp and thorough knowledge & experience. His knowledge of various aspects relating to the Company's affairs and long business experience. His current term of appointment is expired and the Board of Directors has considered that for smooth and efficient running of the business of the Company the services of Mr. Sunil kumar Chopra as Managing Director should be available to the Company for a further period of five years with effect from 4th July, 2022.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Company has nominated Mr. Sunil Kumar Chopra and the Board of Directors has recommended his appointment as Managing Director of the Company at their meetings held on 6th June 2022, subject to the approval of members of the Company at its 27th Annual General Meeting for a period of five years with effect from 4th July, 2022.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise except Mr. Sunil Kumar Chopra in the Resolution at Item No. 9 of the Notice.

ITEM NO.10

Mr. Rajan Chopra, is a co-promoter and Director of the Company. Dr. Rajan Chopra graduated in medicine from Government Medical College, Amritsar, Punjab. With over 25+ years of experience, he looks after the day-to-day operations of the group. He is responsible for the entire operations.

His current term of appointment is expired and the Board of Directors has considered that for smooth and efficient running of the business of the Company the services of Mr. Rajan Chopra as a Whole-Time Director should be available to the Company for a further period of five years with effect from 4th July, 2022.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Company has nominated Mr. Rajan Chopra and the Board of Directors has recommended his appointment as Whole-Time Director of the Company at their meetings held on 6th June 2022, subject to the approval of members of the Company at its 27th Annual General Meeting for a period of five years with effect from 4th July, 2022.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise except Mr. Rajan Chopra in the Resolution at Item No. 10 of the Notice.

ITEM NO.11 &12

The Companies Memorandum of Association and article of association are as per Companies Act 1956 so with the provisions of Companies Act 2013, Board decided to adopt the new set of Memorandum of Association & Article of Association as per Companies Act 2013.

With the enactment of Companies Act 2013 it is mandatory for every company to adopt new set of article of association & Memorandum of Association as per new Act.

Therefore this resolution is being placed before the members for their approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 11 & 12 of the accompanying Notice for approval of the Members.

ITEM NO.13

The Company was changed its name dated 30.12.2021 to ENCODE PACKAGING INDIA LIMITED for diversification and growth of the Company accordingly the Directors of the Company in their meeting held on 06th June 2022 put forward the proposal to change the main object of the Company as per name of the Company and to start the new activities of Company with the new object as mentioned in the resolution.

The proposed change of Object will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

As per the provisions of Sections 4 & 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for Change the object of the Company & consequent alteration in the Memorandum of Association of the Company by way of passing a Special Resolution. Hence, the resolution is put up for shareholders' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 13 of the accompanying Notice for approval of the Members.

**By Order of the Board
For ENCODE PACKAGING INDIA LIMITED**

Sd/-
SUNIL KUMAR CHOPRA
MANAGING DIRECTOR
(DIN: 00092090)

Sd/-
RAJAN CHOPRA
WHOLE TIME DIRECTOR
(DIN: 00092139)

Place: JALANDHAR

Dated: 06.06.2022

