



SHREE AJIT PULP AND PAPER LIMITED

CIN: L21010GJ1995PTC025135

Registered Office: Survey No. 239, Near Morai Railway Crossing, Village Salvav, Via-Vapi-396191
Email: investors@shreeajit.com • website:www.shreeajit.com • Tel: 0260 2437059 • Fax: 0260-2437090

NOTICE

Notice is hereby given that the Twenty-third Annual General Meeting of the Members of Shree Ajit Pulp And Paper Limited will be held at the Registered office of the Company at Survey No. 239, Near Morai Railway Crossing, Village Salvav, Via-Vapi-396191 on Friday, 28th September, 2018 at 11:00 A.M., to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt
 - the audited financial statements of the Company for the year ended 31st March, 2018, the auditors' report thereon and the report of the Board of Directors and
 - the audited consolidated financial statements of the Company for the year ended 31st March, 2018 and the auditors' report thereon.
- To declare a dividend for the year 2017-2018.
- To appoint a Director in place of Mrs. Bela G. Shah (DIN: 01044910) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

- To grant unsecured loan to the Company's joint venture Company:

To consider and if thought fit, to pass, with or without modifications, the following resolution as a **special resolution**:

"RESOLVED THAT pursuant to the Section 185(2) of the Companies Act, 2013 ("the Act") as amended and any other applicable provisions of the said Act, the consent of the Members of the Company be and is hereby accorded to give loan not exceeding Rs. 5 Crores outstanding at any one time, in one or more tranches to the company's joint venture Company Shree Samrat Pulp And Paper Private Limited, on the terms and conditions as set out in the explanatory statement.

FURTHER RESOLVED THAT Mr. Gautam D. Shah, Chairman and Managing Director be and is hereby authorized to give the loan from time to time as per the need of the said company, to ensure that the same is utilized for the specific purpose for which it is given, to vary the terms and conditions of the loan and to do all acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to this resolution."

Place : Vapi

Date : 17th May, 2018

Registered Office:

Survey No. 239, Near Morai Railway Crossing,
Village Salvav, Via-Vapi- 396 191.

CIN: L21010GJ1995PLC025135

Tel: 260 2437059, Fax: 260 2437090

Email: investors@shreeajit.com

Website: www.shreeajit.com

For and on behalf of the Board of Directors

Gautam D. Shah

Chairman and Managing Director

DIN : 00397319

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NOTES

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed resolution at item no. 4 above is appended herein below.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND, ON POLL, TO VOTE IN HIS STEAD. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS / PROXIES SHOULD BRING THEIR ATTENDANCE SLIP ATTACHED HERE WITH DULY FILLED AND SIGNED, IN ACCORDANCE WITH SPECIMEN SIGNATURES REGISTERED WITH THE COMPANY TO ATTEND THE MEETING.

A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies, etc, must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding 50(fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company.
3. The Printed copy of the Balance Sheet, the Directors' Report and the Auditors' Report is sent herewith.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 19/09/2018 to 28/09/2018 (both days inclusive), for the purpose of payment of dividend to those members whose names stand on the Register of Members as on 28/09/2018. The dividend in respect of ordinary shares held in electronic form will be payable to the beneficial owners of the shares as at the end of business hours on 18/09/2018 as per the details furnished by the Depositories for this purpose.
5. The dividend, if any, declared at the Annual General Meeting will be payable on or after 17/10/2018.
6. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, change of address etc to their Depository Participants only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participants will be automatically reflected in the Company's records. The Members holding securities in physical form are requested to send a written request duly signed by the member to the Registrar and Transfer Agent i.e. Link In time India Private Limited or the Company Secretary of the Company, which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the members.
7. The shares of the Company are included in the list for trading in compulsory demat segment w.e.f. 27th February, 2001. The Company has entered into agreements with National Securities Depository Limited (NSDL) and with Central Depository Services (India) Limited (CDSL) so as to provide facility to the shareholders for transactions under demat segment.
8. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company/Share transfer agent enclosing their certificates to enable the Company to consolidate their holdings in one folio.
9. It will be appreciated if queries if any on Accounts of the Company are sent to the Company ten days in advance of the meeting so that the answers may be made available at the meeting.
10. Members are requested to bring their copies of Annual Report at the meeting along with attendance slip.
11. Pursuant to Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. SH-13 in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
12. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in respect of director (s) seeking appointment / re-appointment are attached to this notice.
13. Members wishing to claim dividend, which remain unclaimed, are requested to correspond with the Registrar and Transfer Agent i.e. M/s Link In time India Private Limited or the Company Secretary of the Company.

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Members are requested to note that dividends not claimed within a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per the Section 124 of the Companies Act, 2013, be transferred to Investor Education and Protection Fund. Further, shares of such shareholders, who have not encashed any dividend for a consecutive period of 7 years or more, will be transferred to the Investor Education and Protection Fund.

Members who have neither received nor encashed their dividend warrant(s) for the financial years ended March 31, 2011 up to March 31, 2017, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

14. In case of joint holders attending the meeting, the joint holder who is higher in the order of name will be entitled to vote at the meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Security market. Members holding Shares in dematerialized form should inform their DP and members holding shares in physical form should inform the Company their PAN details along with proof thereof.
16. Corporate Members intending to send their Authorised Representative to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution to the Company, authorising them to attend and vote on their behalf at the Annual General Meeting.
17. A Route map showing direction to reach the venue of the meeting is given at the end of this Notice.
18. **Voting through electronic means:-**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting by electronic means and business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for e-voting given below.

In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2018 (9.00 AM) and ends on 27th September, 2018 (5.00 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 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now enter your user ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
 - c. Members holding shares in Physical form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

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(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "Shree Ajit Pulp and Paper Limited".
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use mobile app – "m-Voting" for e-voting. m-voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m-Voting using their e-voting credentials to vote for the company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians:**
- Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as corporate.
 - 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, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013, or send an email to helpdesk.evoting@cdslindia.com or call 1800225533

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19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2018.
20. Mr. Venilal C. Khambhata, Practicing Company Secretary (CP No. 6177), has been appointed as the scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
21. The scrutinizer after scrutinizing the votes cast at the meeting by poll and through remote e-voting will, not later than 48 hours of conclusion of the meeting make a consolidated Scrutinizer's Report and submit the same to the Chairman or any other person authorised by him in writing, who shall countersign the same.
22. The result declared along with the scrutinizer's report shall be placed on the Company's website and on the website of CDSL within 48 hours of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges, where the shares of the Company are listed.
23. Notice of the Meeting is also displayed at www.shreeajit.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 :

ITEM NO. 4

Section 185(2) of the Companies Act, 2013 as amended permits the Company to advance loan to a company in which any of the directors of the company is interested, after obtaining the consent of the members of the company by way of special resolution, after disclosing full particulars of the loans to be given including purpose of utilization of such loan. The company's joint venture company Shree Samrat Pulp and Paper Private Limited have requested the company for giving loan for funding its ongoing capital expenditure as well as working capital requirements.

The Board of Directors have at their meeting held on 17th May, 2018 recommended to the members for according its approval by way of special resolution listed at item no. 4 of the aforesaid notice. The Chairman and Managing Director may give loan to the joint venture company in one or more installments, in the aggregate not exceeding Rs. 5 crores outstanding at any time, at a rate of interest as determined in his judgment having regard to the prevailing interest rate from time to time.

Memorandum of interest :

Mr. Gautam D Shah, Chairman and Managing Director and Mrs. Bela G. Shah, Executive Director & Chief Financial Officer and Mr. Dhansukhlal G. Shah, Non-executive Director of the Company being relatives of Mr. Gautam D. Shah may be deemed to be interested in this item of business.

Place : Vapi
 Date: 17th May, 2018
 Registered Office:
 Survey No. 239, Near Morai Railway Crossing,
 Village Salvav, Via-Vapi- 396 191.
 CIN: L21010GJ1995PLC025135
 Tel: 260 2437059, Fax: 260 2437090
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 Website: www.shreeajit.com

For and on behalf of the Board of Directors

Gautam D. Shah
 Chairman and Managing Director
 DIN : 00397319

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

Particulars	Mrs. Bela G. Shah
DIN	01044910
Age	52
Date of Appointment	07/02/2015
Qualifications	Bachelor degree in science with mathematics
Expertise in specific functional area	Specializing in Management of Business Undertakings
Directorship held in other Public Companies	Nil
Membership / Chairmanships of Committees of other public Companies (Includes only Audit and Stakeholders Relationship Committee)	Nil
Number of Shares held in the Company	387540
Relationship between Directors inter se	Mr. Gautam D. Shah – Husband Mr. Dhansukhlal G. Shah – Father in law

For other details such as number of meetings of the Board attended during the year, remuneration drawn, please refer to the corporate governance report which is a part of this Annual Report.

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Route Map to the Venue of the 23rd AGM of the Company

