

# TOPPAN

## TOPPAN SPECIALITY FILMS PRIVATE LIMITED

(Formerly Max Speciality Films Private Limited)

(CIN: U24100PB2012PTC036981)

**Regd. Office:** 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawan Shehar - 144533 (Punjab), Tel. No.: 01881-462000, 462001 Fax: 01881- 273607

Website: [www.toppan-specialityfilms.com](http://www.toppan-specialityfilms.com) | email at [sahil.jain@tsfilms.in](mailto:sahil.jain@tsfilms.in)

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### NOTICE

Notice is hereby given that Eleventh (11<sup>th</sup>) Annual General Meeting of the members of **Toppan Speciality Films Private Limited (Formerly Max Speciality Films Private Limited)** ('the Company') is scheduled to be held on Friday, September 22, 2023 at 1100 hours (IST), through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

#### **Ordinary Business:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.**

To consider & if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors' and Auditors' thereon as laid before this Annual General Meeting be and hereby received, considered, approved and adopted."

#### **Special Business:**

- 2. To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2024.**

To consider & if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. Balwinder & Associates, Cost Accountants (Firm Registration Number 000201), appointed as the Cost Auditors by the Board of Directors of the Company, be paid to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any officer be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board  
For Toppan Speciality Films Private Limited  
(formerly Max Speciality Films Private Limited)**

**Date : August 29, 2023  
Place : Chandigarh**

**Sd/-  
Sahil Jain  
(Company Secretary)  
ICSI Membership No. FCS-9011**

**Registered office:**

**419, Bhai Mohan Singh Nagar, Village Railmajra,  
Tehsil Balachaur, Nawan Shehar -144533 (Punjab)**

**NOTES:**

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') relating to the Special Business at Item No. 2 to be transacted at the Annual General Meeting ('AGM') is annexed hereto and forms part of this Notice. The Board of Directors have considered and decided to include Item No. 2 given above as Special Business item in this AGM, as they are unavoidable in nature.

**General instructions for accessing and participating in the AGM through Video Conference/ Other Audio-Visual Means (VC/ OAVM) Facility**

2. In view of the extraordinary circumstances due to Covid-19 pandemic, in continuation to its General Circular No. 20/2020 dated May 05, 2020 and other relevant Circulars, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 2/2022 dated May 05, 2022 has allowed companies to conduct their AGM through video conferencing (VC) or other audio-visual means (OAVM) till September 30, 2023, vide its General Circular no. 10/2022 dated December 28, 2022, subject to the fulfilment of conditions as specified in the MCA Circulars (collectively referred to as "MCA Circulars").
3. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM in addition to physical mode. The deemed venue for the AGM shall be the Registered Office of the Company.
4. In view of AGM being held by VC/ OAVM:
  - (i) The Member's log-in to the Video Conferencing platform shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013;
  - (ii) **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since general meeting under this framework will be held through VC, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form is not

annexed to this Notice. Also, the Attendance Slip and the route map are not annexed to this Notice.

5. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached herewith in the form of an Annual Report and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company/ Depository. The Notice of AGM is also posted on the website of the Company i.e [www.toppan-specialityfilms.com](http://www.toppan-specialityfilms.com).
6. Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-off date, i.e. September 01, 2023 shall be eligible for voting.
7. The documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, upon the request being sent on [sahil.jain@tsfilms.in](mailto:sahil.jain@tsfilms.in) referred to in the Notice and other statutory records and registers shall remain open for inspection during the AGM through electronic mode.
8. The notice for AGM shall be given only through emails registered with the Company/ Depository. The Notice of AGM is also posted on the website of the Company i.e [www.toppan-specialityfilms.com](http://www.toppan-specialityfilms.com).
9. The link/ details for VC/ OAVM will be sent to the registered email ids of the Members alongwith the relevant password, if any. Members are requested to join AGM through VC Facility by following the procedure as mentioned in this notice which shall be kept open for the Members 15 minutes before the time scheduled to start the AGM or any time thereafter till conclusion of the meeting.
10. Corporate member intending to authorize their authorized representatives in terms of Section 113 of the Act to attend the Meeting are requested to send to the Company a certified scanned copy (PDF/ JPEG Format) of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting through email.
11. The designated email id on which the members can convey their vote is [sahil.jain@tsfilms.in](mailto:sahil.jain@tsfilms.in), when a poll is required to be taken during the meeting on any resolution.
12. Members proposing to seek information/clarification with regard to any matter being placed at the AGM, are requested to write in advance to the Company on or before 15 Minutes before the timing of AGM through email to [sahil.jain@tsfilms.in](mailto:sahil.jain@tsfilms.in). The same will be replied by the Company suitably at the AGM.
13. Members are requested to notify change in their email id, if any to the Company/ depository at the earliest.

**Instructions for Shareholders attending the AGM through VC are as under:**

- i. Shareholder will be provided with a facility to attend the AGM through VC
- ii. Shareholders are encouraged to join the Meeting through Laptops, Smartphones and Tablets for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via

mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

- iii. The members will receive the joining link on their registered email id's with the Company. Click on the link and thereafter you will be able to attend the meeting. In case you have any problem you can contact at 01881-462000 or send an email to [sahil.jain@tsfilms.in](mailto:sahil.jain@tsfilms.in).
- iv. Members will be required to grant access to the web-cam to enable two-way video conferencing.

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

### **Item No. 2**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201) (Cost Auditors) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company at the AGM.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Promoter, Director or Key Managerial Personnel or their relative(s) is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution as set out in Item No. 2 above for the approval of members as an Ordinary Resolution.

**By Order of the Board  
For Toppan Speciality Films Private Limited  
(formerly Max Speciality Films Private Limited)**

**Date : August 29, 2023  
Place : Chandigarh**

**Sd/-  
Sahil Jain  
(Company Secretary)  
ICSI Membership No. FCS-9011**

**Registered office:  
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### Form MGT-12

### POLLING PAPER

(Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

Name(s) of Shareholder(s) (IN BLOCK LETTERS)				
Registered Address/ Postal Address				
DP ID No. & Client ID No				
Total number of shares held				
Class of shares				
I / We hereby exercise my / our vote(s) in respect of the Resolutions set out in the Notice of the Eleventh (11 <sup>th</sup> ) Annual General Meeting (AGM) of the Company to be held on Friday, September 22, 2023 at 1100 hours (IST), through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").				
I/ We hereby give my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:				
Sr. No.	Resolutions	Voting (See Notes below)		
		No. of shares held	I assent to the resolution	I dissent from the resolution
<b>ORDINARY BUSINESS</b>				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.			
<b>SPECIAL BUSINESS</b>				
2.	To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2024			

**Note:** Please read the instructions as mentioned in the notice before exercising your vote:

**Place:**

**Date:**

(Signature of Shareholder)