

# 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)

### NOTICE

Notice is hereby given that Twelfth (12<sup>th</sup>) Annual General Meeting of the members of **Toppan Speciality Films Private Limited** is scheduled to be held on September 27, 2024 (Friday) at 1000 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, 2024 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, 2024 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 appoint Mr. Amit Jain (DIN: 10587666) as Director of the Company;**

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

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, if any, and rules made thereunder (including any modification or re-enactment thereof), Mr. Amit Jain (DIN: 10587666), who was appointed as an Additional Director (Whole Time Director) of the Company w.e.f. May 09, 2024 and holds office as such up to the date of next Annual General Meeting, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company and Mr. Sahil Jain, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing of necessary e-form(s) with the Registrar of Companies."

- 3. To appoint Mr. Amit Jain (DIN: 10587666) as Whole Time Director & CFO of the Company;**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Amit Jain (DIN: 10587666) be and is hereby appointed as Whole Time Director of the Company and shall be designated as Whole Time Director & CFO of the Company for a term of 5 year(s) effective from

May 09, 2024, to perform various routine functions and other functions & duties that may be entrusted by the Board from time to time, on the terms and conditions including remuneration as detailed herein below:

**Basic Salary:**

per month with such an annual increase as may be decided by the Board from time to time.

**Perquisites and Allowances:**

**House Rent Allowance:** per month

**Special Allowance** per month (Inclusive of Flexi Components and car lease)

**Encashment of Leave:** As per Company's Policy.

**Employer's contribution to Provident fund/ Superannuation fund:** As per the relevant Rules and Company's Policy.

**Gratuity / Contribution to Gratuity Fund:** Gratuity shall be paid as per relevant Act / Rules.

**Variable pay and LTIP:** As per Company's Policy.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary or increase the remuneration as payable to Mr. Amit Jain annually during the term of his appointment without requiring any further approval from the Shareholders and to do all such acts, deeds, matters and things as may be deemed necessary and incidental in this regard and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution and to take all necessary steps as may be necessary to give effect to the aforesaid resolutions."

**4. To appoint Mr. Ryosuke Koike (DIN: 10594017) as Non-Executive Director of the Company;**

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

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, if any, and rules made thereunder (including any modification or re-enactment thereof), Mr. Ryosuke Koike (DIN: 10594017), who was appointed as an Additional Director of the Company w.e.f. May 09, 2024 and holds office as such up to the date of next Annual General Meeting, be and is hereby appointed as Non-Executive Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company and Mr. Sahil Jain, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing of necessary e-form(s) with the Registrar of Companies."

**5. To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2025.**

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. 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes, inclusive of all

professional and filing fees 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, 2025, 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 08, 2024  
Place : Chandigarh**

**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 Item No. 2 to 5 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 to 5 given above as Special Business items 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. The Ministry of Corporate Affairs ("MCA") in continuation to its General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, No. 22/2020 dated 15.06.2020, No. 20/2020 dated May 05, 2020, No. 2/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022, read with General Circular No. 09/2023 dated September 25, 2023, allowed companies to conduct their AGM through video conferencing (VC) or other audio-visual means (OAVM) till September 30, 2024, subject to the fulfilment of conditions as specified in the 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. 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/ OAVM, 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

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

### **Item No. 2 and 3**

The Board of Directors has appointed Mr. Amit Jain (DIN: 10587666) as an Additional Director w.e.f. May 09, 2024, who was at that time working as Chief Financial Officer (CFO) of the Company. By virtue of his appointment as an Additional Director of the Company in addition to his position of CFO of the Company (whole time employment of the Company), he was appointed as Whole time Director of the Company by the Board in its meeting held on May 29, 2024, in terms of the applicable provisions of the Companies Act, 2013, for a term of 5 year(s) with effect from May 09, 2024, to perform various routine functions and other functions & duties that may be entrusted by the Board from time to time and thereby designated as Whole Time Director & CFO of the Company.

Pursuant to the provisions of the Act, he shall hold office upto the date of the next Annual General Meeting or the last day on which the Annual General Meeting should have been held, whichever is earlier. The Company has received notice in writing under the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director of the Company. The Company has received from him (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Act.

Brief profile of Mr. Amit Jain, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors as per Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ('SS-2'), is as follows:

<b>Name</b>	Mr. Amit Jain (DIN: 10587666)
<b>Designation</b>	(Additional Director) Whole Time Director & CFO
<b>Date of Birth/ Age</b>	09.11.1969 / 54 Years
<b>Qualification</b>	Bachelor's Degree in Commerce, Chartered Accountant.
<b>Experience</b>	<ul style="list-style-type: none"><li>• Worked at <b>Atlas Cycle Industries Ltd.</b> (upto Mar'96) at Sonapat.</li><li>• Worked for around 2 Years at <b>Steel Strips Ltd.</b> (from Mar'96 to Feb'98) at Chandigarh.</li><li>• Joined <b>Daewoo Motors India Ltd.</b> and worked there for over 2 Years (from March'98 to June'00) at Noida.</li><li>• Worked with <b>Owens Brockways India Ltd.</b> for almost 2 Years (July'00 to April'02) at Delhi.</li><li>• Joined <b>Max India Limited (Packaging Division)</b> in the Year 2002 as Deputy Manager that has now transformed into Toppan Speciality Films Private Limited (formerly Max Speciality Films Limited) and worked in the organization across various positions for over 15 Years before being elevated to role of Chief Financial Officer in 2017.</li></ul>
<b>Terms of Appointment</b>	Not liable to retire by rotation.
<b>Remuneration last drawn</b>	(For F.Y. 2023-24)
<b>Disclosure of Relationship</b>	He is not related to any Director / KMP of the Company.
<b>Shareholding</b>	20 Equity Shares as nominee of Toppan Inc. (name now changed to TOPPAN Holdings Inc.)
<b>No. of Board Meetings attended</b>	Not Applicable (During F.Y. 2023-24) 1 (During F.Y. 2024-25, so far)
<b>Other Directorships</b>	Nil

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 06, 2024 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.
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 voting on each of the resolutions in this notice will be through Show of Hands. 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](tel: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.

<b>Other Committee Memberships/ Chairmanship</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Designation</b>
	NIL		

Keeping in view the vast experience in the current business and qualification of Mr. Amit Jain, the Board considers that his appointment as a Whole-Time Director of the Company would be of immense benefit to the Company. Accordingly, your Directors recommended his appointment as a Director of the Company.

The Board accordingly recommends the resolution as set out in Item No. 2 and 3 above for the approval of members as an Ordinary Resolution.

None of the Promoter, Director(s) or Key Managerial Personnel or their relative(s), as may be applicable, is in any way, concerned or interested, financially or otherwise, in the proposed resolution except Mr. Amit Jain, being an appointee.

**Item No. 4:**

The Board of Directors has appointed Mr. Ryosuke Koike (DIN: 10594017) as an Additional Director w.e.f. May 09, 2024, upon obtainment of Directors Identification Number (DIN) from the Central Government.

Pursuant to the provisions of Section 161 of the Act, he shall hold office upto the date of the next Annual General Meeting or the last day on which the Annual General Meeting should have been held, whichever is earlier. The Company has received notice in writing under the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director of the Company. The Company has received from him (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Act.

Brief profile of Mr. Ryosuke Koike, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors as per Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ('SS-2'), is as follows:

<b>Name</b>	Mr. Ryosuke Koike (DIN: 10594017)
<b>Designation</b>	Additional Director
<b>Date of Birth/ Age</b>	01.04.1970 / 54 Years
<b>Qualification</b>	Bachelor's degree in business administration from SEIKEI University.
<b>Experience</b>	<p>He is Senior General Manager of Strategy &amp; Planning Department, Global Packaging Subdivision, Living &amp; Industry Division at Toppan Inc. and has vast experience in sales, marketing and business development and management in global business.</p> <p>The Brief Profile of Mr. Ryosuke Koike is as shown below:</p> <p><b>April-1994</b>                      Joined Hewlett Packard Japan Ltd.</p> <p><b>November-2007</b>                Business Development &amp; Category Manager, Digital Press Business, HP Japan Inc. (Formerly Hewlett Packard Japan Ltd.)</p> <p><b>August-2012</b>                    Country Manager, Digital Press Business, HP</p>

	Japan Inc.		
	<b>February-2016</b>	Executive, Digital Press Business, HP Japan Inc.	
	<b>August-2019</b>	Executive, Strategic Business of Digital Press Business, HP Japan Inc.	
	<b>Feb-2021</b>	Joined Toppan Inc. as General Manager of Strategy & Planning Department of Global Packaging Sub-Division, Living & Industry Division.	
	<b>April-2022</b>	Senior General Manager of Strategy & Planning Department of Global Packaging Sub-Division, Living & Industry Division	
<b>Terms of Appointment</b>	Not liable to retire by rotation.		
<b>Remuneration last drawn</b>	Not Applicable		
<b>Disclosure of Relationship</b>	He is not related to any Director / KMP of the Company.		
<b>Shareholding</b>	Nil		
<b>No. of Board Meetings attended</b>	Not Applicable (During F.Y. 2023-24) 1 (During F.Y. 2024-25, so far)		
<b>Other Directorships</b>	Nil		
<b>Other Committee Memberships/ Chairmanship</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Designation</b>
	NIL		

Keeping in view the vast experience and qualification of Mr. Ryosuke Koike, the Board considers that his appointment as a Director of the Company would be of immense benefit to the Company. Accordingly, your Directors recommended his appointment as a Director of the Company.

The Board accordingly recommends the resolution as set out in Item No. 4 above for the approval of members as an Ordinary Resolution.

None of the Promoter, Director(s) or Key Managerial Personnel or their relative(s), as may be applicable, is in any way, concerned or interested, financially or otherwise, in the proposed resolution except Mr. Koike, being an appointee.

**Item No. 5:**

The Board of Directors of the Company 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, 2025 at a remuneration of Rs.2,00,000/- (Rupees Two Lakhs only) plus applicable taxes, inclusive of all professional and filing fees. 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Promoter, Director(s) or Key Managerial Personnel or their relative(s), as may be applicable, 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. 5 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 08, 2024  
Place : Chandigarh**

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

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



# TOPPAN

## TOPPAN SPECIALITY FILMS PRIVATE LIMITED

(Formerly Max Speciality Films Private Limited)

(CIN: U24100PB2012PTC036981)

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(Punjab), Tel.No.: 01881-462000, 462001 Fax: 01881- 273607

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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 Twelfth (12 <sup>th</sup> ) Annual General Meeting (AGM) of the Company to be held on Friday, September 27, 2024 at 1000 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, 2024 and the Reports of the Board of Directors and Auditors thereon.			
<b>SPECIAL BUSINESS</b>				
2.	To appoint Mr. Amit Jain (DIN: 10587666) as Director of the Company.			
3.	To appoint Mr. Amit Jain (DIN: 10587666) as Whole Time Director & CFO of the Company.			
4.	To appoint Mr. Ryosuke Koike (DIN: 10594017) as Non-Executive Director of the Company.			
5.	To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2025			

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

Place:

Date:

(Signature of Shareholder)