

NOTICE

**HCP PLASTENE BULKPACK LIMITED
(Formerly Known as Gopala Polyplast Limited)**

CIN: L25200GJ1984PLC050560

Registered Office: H.B. Jirawala House, Navbharat SOC,
Nr. Panchshil Bus Stand, Usmanpura Ahmedabad Gujarat-380013

Tel: +91-79-27561000 | Email: cs@hpbl.in

Website: www.hpbl.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting ("AGM") of the Members of HCP Plastene Bulkpack Limited (Formerly known as Gopala Polyplast Limited) scheduled to be held on Monday, September 26, 2022 at 11:00 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 - To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial year ended on March 31, 2022 and the Report of the Board of Directors and Auditors thereon.

Item No. 2 - To Appoint a Director in place of Mr. Prakash Parekh (DIN:00158264) who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 3 - To re-appoint M/s. Ashok Dhariwal & Co., Chartered Accountants as the Statutory Auditor of the Company for five years, i.e, FY 2022-23 to FY 2026-27 and in this regard, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on recommendation by the Audit Committee and the Board after evaluating and considering various factors like competency of the audit team, efficiency in conduct of audit, independence, etc, M/s. Ashok Dhariwal & Co., Chartered Accountants (Firm Registration No. 100648W), be and is hereby re-appointed as the Statutory Auditors of the Company for the second term of five years to hold office from the conclusion of Thirty Eighth Annual General Meeting till the conclusion of Forty Third Annual General Meeting of the Company, at a remuneration upto Rs. 3,00,000/- (Rupees Three Lakhs only)

plus applicable taxes and reimbursement of out-of-pocket expenses, for the financial year ended March 31, 2023, and the Board of Directors be and is hereby further authorized to finalize the terms and conditions of re-appointment, including remuneration of the Statutory Auditor for the remaining period, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution."

SPECIAL BUSINESS:

Item No. 4 - To Approve the Appointment of Mr. Judhisthir Behera (DIN: 08605965) as an Independent Director of the Company and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, section 152, Section 161, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder ("the Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Judhisthir Behera (DIN: 08605965), who was appointed as an Additional Director (non-executive independent director) of the Company with effect from August 09, 2022, and whose term of office expires at this Annual General Meeting and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee proposing his candidature for office of Director, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of five years up to August 08, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

Item No. 5 – To consider and approve the payment of remuneration to Ms. Meenu Maheshwari (DIN: 07113136), Non-Executive Independent Director in excess of the limits prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the consent of the Members be and is hereby accorded for payment of remuneration to Ms. Meenu Maheshwari (DIN: 07113136), Non-Executive Independent Director of the Company, details whereof are set out in the Explanatory Statement, being in excess of fifty percent of the total annual remuneration payable to all Non-Executive Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

Item No. 6 – To consider and approve the grant of ESOPs to Mr. Anil Goyal (DIN: 03071035), Chairman and Non – Executive Director of the Company and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in accordance with the Regulation 17(6)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the consent of the Members be and is hereby accorded for grant of ESOPs to Mr. Anil Goyal (DIN: 03071035), Chairman and Non-Executive Director of the Company, details whereof are set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, and to

execute all such documents, instruments and writings as may be required to give effect to this resolution.”

Item No. 7 - To consider and approve Related Party Transactions of the Company and in this regard, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in supersession of earlier resolution passed by the Members of the Company in their Extra Ordinary General Meeting held on May 12, 2022, pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force) and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015, (SEBI Listing regulations), Company policy on Related Party Transaction, the consent, approval and ratification of the members of the Company be and is hereby accorded to enter into any arrangements / transactions / contracts of whatever nature including financial or non financial transaction(s) with related / interested party(ies) for financial year 2022-23 as defined under Companies Act, 2013 or SEBI Listing Regulations or Accounting Standard from time to time, whether material or not, on such terms and conditions including interest with or without security as may be decided, and which shall remain in force unless revoked or varied by the Company provided that the total aggregate amount/ value of all such arrangements/ transactions/ contracts that may be entered into by the Company with each related party/ interested party and remaining outstanding at any one point of time to each party shall not be in excess of the amount as enumerated in Explanatory Statement in detail.

RESOLVED FURTHER THAT the Managing Director or Key Managerial Personnel or Board of Directors of the Company (the “Board”, which term shall be deemed to include its “Committee of Directors”), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things including but not limited to delegate all or any of the powers herein conferred and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

Item No. 8 - To consider and approve Material Related Party Transaction(s) of K. P. Woven Private Limited, a subsidiary company with certain Related Parties and in this regard, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force) and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015, (SEBI Listing regulations), Company policy on Related Party Transaction, the consent, approval and ratification of the members of the Company be and is hereby accorded to enter into any arrangements / transactions / contracts of whatever nature including financial or non financial transaction(s) by K. P. Woven Private Limited (Subsidiary Company) with related / interested party(ies) for financial year 2022-23 as defined under Companies Act, 2013 or SEBI Listing Regulations or Accounting Standard from time to time, whether material or not, on such terms and conditions including interest with or without security as may be decided, and which shall remain in force unless revoked or varied by the Company provided that the total aggregate amount/ value of all such arrangements/ transactions/ contracts that may be entered into by the Subsidiary Company with each related party/ interested party and remaining outstanding at any one point of time to each party shall not be in excess of the amount as enumerated in Explanatory Statement in detail.”

**By Order of the Board of Directors
For HCP Plastene Bulkpack Limited
(Formerly known as Gopala Polyplast Limited)**

Date: August 09, 2022
Place: Ahmedabad

Krushang Shah
Company Secretary

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed the personal presence of the members at the meeting. Accordingly, the MCA issued General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/CIR/ 2020/79

dated May 12, 2020, Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the AGMs through VC/ OAVM. In terms of the said circulars, the AGM of the members be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only.

2. Since this AGM will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules,

2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. In line with the aforesaid MCA Circulars, the Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, the Notice calling the AGM has been uploaded on the website of the Company at www.hpbl.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).

9. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.

10. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

(a) The remote e-voting period begins on Friday, September 23, 2022 at 09:00 A.M. and ends on Sunday, September 25, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 19, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 19, 2022.

(b) How do I vote electronically using NSDL e-Voting system?


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="824 1367 1159 1562" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

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 link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk details
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
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 022- 23058738 or 022- 23058542-43

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csalpeshvekariya@gmail.com with a copy marked to evoting@nsdl.co.in and cs@hpbl.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on

toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@hpbl.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@hpbl.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/ AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from

doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.
6. For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at cs@hpbl.in and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
7. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@hpbl.in. The same will be replied by the company suitably.
8. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Act by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death.

Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 (Nomination Form). Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode on NSDL portal. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection during the AGM through electronic mode, basis the request being sent on cs@hpbl.in.
10. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, except in case of request received for transmission or transposition of securities, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository.

11. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be: a) Change in the residential status on return to India for permanent settlement b) Particulars of the NRE account with a Bank in India, if not furnished earlier.
11. Mr. Alpesh Vekariya (FCS - 11100, CP - 21541) of M/s. Alpesh Vekariya & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote

e-Voting) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The Results declared along with the report of the Scrutiniser will be placed on the website of the Company www.hpbl.in and on the website of NSDL i.e. www.evoting.nsdl.com immediately after the declaration of result by the Chairman or any one Director of the Company. The results shall also be immediately forwarded to BSE Limited where the equity shares of the Company are listed. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM.

**EXPLANATORY STATEMENT IN RESPECT OF THE
SPECIAL BUSINESS
PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013 ("the Act")**

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice.

Item No. 4

The Board of Directors had appointed Mr. Judhishthir Behera, as an Additional Director of the Company classified as an Independent Director, for a term of five years commencing from August 09, 2022, subject to the approval of the Members. He holds office upto the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. The Company has, in terms of Section 160(1) of the Act, received a recommendation of Nomination and Remuneration Committee of the Company, recommending his candidature for the office as an Independent Director.

Accordingly, it is proposed to approve the appointment of Mr. Judhishthir Behera as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from August 09, 2022 upto August 08, 2027.

Mr. Judhishthir Behera is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as an Independent Director and has given his consent to act as an Independent

Director. The Company has also received a declaration from Mr. Judhishthir Behera that he meets the criteria of independence as prescribed in under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Brief profile: Mr. Judhishthir Behera, aged ~54 years, is a Mcom, NET and CAIIB. He is an outstanding commercial banker having more than 2 decades of experience in Commercial Banking in India and Overseas. An expert in Corporate Finance having worked more than decade each with SBI and Axis Bank on various roles in Mid Corporate and SME in India and Frankfurt, Germany. He left Axis Bank prematurely to start his own venture to provide unique and effective funding and advisory solutions to SME, Mid Corporate and Large Corporate clients in India and overseas. His last two assignment in Axis Bank were Senior Vice President and National Head (MEG), Commercial Banking Group, Mumbai and Senior Vice President & Zonal Head, SME (Gujarat, MP and Rajasthan). He is a leader par excellence and have deep understanding of financial Products, Credit, Forex and Relationship Management. He specializes in arranging and raising funds both debt and equity from various institutions (PSB/PVT Banks/MNC Banks/NBFC/Fund Houses) in India and Overseas for SME, MID Corporate and Large Corporate clients.

Owing to Mr. Judhishthir Behera vast corporate experience, the Board has opinion that, he fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as Independent Director and core skills/expertise/competencies possessed by him will provide more strengthen to the Company.

Mr. Judhithir Behera does not hold any shares in the Company. During the financial year 2022-23, since his appointment, he has not attended any Board Meeting and does not draw any remuneration from the Company. The Company May pay remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. At present, he does not hold any committee position in the Company. Mr. Judhithir Behera does not holds any directorship and / or committee membership in listed companies nor resigned from any of the listed companies during past three years.

The terms and conditions of his appointment shall be available on the website of the Company and open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM. He is not related to any other existing Director of the Company.

Mr. Judhithir Behera is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Judhithir Behera may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 4 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 5

The Company pays the sitting fees to its directors for attending Board/Committee Meeting. Further, Mr. Sandeep Shah, Mr. Ashutosh Maheshwari and Mr. Anil Goyal have waived their right to receive sitting fees for attending Meetings. In view of the same, the fees paid /payable to Ms. Meenu Maheshwari for the current financial year may exceed the fifty per cent of the total annual remuneration payable to all non-executive directors during the year. The details of remuneration of Ms. Meenu Maheshwari for

the Financial Year 2021-22, is given under the Corporate Governance Report forming part of the Annual Report.

Further, in view of the provisions of Regulation 17 (6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity is required to obtain approval of Members of the Company by way of Special Resolution for payment of remuneration to Non - Executive Director which is in excess of 50% of the total remuneration payable to all Non - Executive Directors of the Company during a year.

Ms. Meenu Maheshwari is interested in the resolution set out at Item No. 5 of the Notice with regard to payment of remuneration. Relatives of Ms. Meenu Maheshwari may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 5 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 6

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to recommend all fees and compensation including maximum number of stock options that may be granted, if any, to Non-Executive Directors and shall require approval of members in general meeting.

The Members of the Company in their EGM held on May 12, 2022, approved the Employee Stock Option Plan of the Company. In line with the same, it is proposed to grant certain stock options to Mr. Anil Goyal, Chairman and Non-executive director of the Company.

Mr. Anil Goyal, Chairman and Non-executive Director is associated with the Company since the acquisition of the Company. During his tenure, Mr. Anil Goyal devoted his substantial time and valuable contributions to the growth of the Company. Considering the advice and guidance given to the Management, it is proposed to the grant of maximum 50,000 stock options to him. Members may note that Mr.

Anil Goyal has waived his right to receive the sitting fees for attending Meetings.

Mr. Anil Goyal is interested in the resolution set out at Item No. 6 of the Notice with regard to grant of ESOPs. Relatives of Mr. Anil Goyal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 6 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 7

The Company is proposing to enter into certain business transactions with related parties as described in this explanatory statement during Financial Year 2022-2023. All transactions to be entered into by the Company with related parties are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/ SEBI LODR, 2015 have already been obtained from the Audit Committee/Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties

shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

It may be noted that as per the amended definition provided in the explanation to Regulation 23 (1) of SEBI LODR, 2015 which is effective April 01, 2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Members may importantly note that the Company has been undertaking such transactions of similar nature with the said related parties in the past financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals. Further the Members in their Extra Ordinary General Meeting held on May 12, 2022 approved the related party transactions. The Company intent to revise the said related party transactions to limit as described below for the current financial year. The maximum annual value of the proposed transactions with below mentioned related parties is estimated on the basis of Company's current transactions with them and future business projections.

The following arrangements/transactions/contracts which may be entered into by the Company with its related parties, from time to time, defined below are estimated to exceeds the threshold limit as prescribed in the above para and therefore it is consider as material related party transactions. Accordingly, it requires approval of the Company by way of passing of an Ordinary Resolution.

Details of Proposed Related Party Transaction for Financial Year 2022-23

Name of Related Party	Description of Relationship	Nature of Transactions	Amount (Lakhs)
HCP Enterprise Limited	Entity controlled by close family member of Director and Promoters	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/Others	6100
Plastene India Limited	Entity controlled by close family member of Director and Promoters	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/Others	6000
Plastene Polyfilms Limited	Entity controlled by close family member of Director and Promoters	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/Others	2200

Name of Related Party	Description of Relationship	Nature of Transactions	Amount (Lakhs)
K. P. Woven Private Limited	Subsidiary Company	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/Others	15375
Oswal Extrusion Limited	Entity controlled by close family member of Director and Promoters	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/Others	1050

Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

Sr. No.	Particulars	Details
1.	A summary of the information provided by the management to the Audit Committee	The details of the proposed transactions as detailed above which includes the nature, terms, tenure and proposed limits etc. were placed to the Audit Committee.
2.	Justification for why the proposed transactions is in the interest of the Company	Entering into RPTs is a common practice amongst companies to optimise synergies. The above mentioned related parties are in same line of business and there are routine sale/purchase and other business transactions with these Companies in ordinary course of Business. Further, the company also need to enter into sale/purchase transactions of assets on need basis with the related parties looking to the overall commercial interest. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.
3.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5.	Any other information that may be relevant	Not Applicable

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 7.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Prakash Parekh and relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, consent of the members is sought by way of an Ordinary Resolution respectively as set out in Item No. 7 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 8

K. P. Woven Private Limited is a subsidiary of the Company. The Subsidiary is proposing to enter into certain business transactions with related parties as described in this explanatory statement during Financial Year 2022-2023. All transactions to be entered into by the Subsidiary with related parties are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/ SEBI LODR, 2015 have already been obtained from the Audit Committee/Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

It may be noted that as per the amended definition provided in the explanation to Regulation 23 (1) of SEBI LODR, 2015 which is effective April 01, 2022, a transaction with a related party shall be considered material if the transaction(s) to

be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Members may importantly note that the Subsidiary has been undertaking such transactions of similar nature with the said related parties in the past financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals. The Subsidiary intent to enter the said related party transactions to limit as described below for the current financial year. The maximum annual value of the proposed transactions with below mentioned related parties is estimated on the basis of Company's current transactions with them and future business projections.

The following arrangements/transactions/contracts which may be entered into by the Subsidiary with its related parties, from time to time, defined below are estimated to exceeds the threshold limit as prescribed in the above para and therefore it is consider as material related party transactions. Accordingly, it requires approval of the Company by way of passing of an Ordinary Resolution.

Details of Proposed Related Party Transaction for Financial Year 2022-23

Name of Related Party	Description of Relationship	Nature of Transactions	Amount (Lakhs)
HCP Enterprise Limited	Entity controlled by close family member of Director and Promoters	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/Loans/Others	8000.00
Plastene India Limited	Entity controlled by close family member of Director and Promoters	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/Others	30000.00
Plastene Polyfilms Limited	Entity controlled by close family member of Director and Promoters	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/Others	13000.00
HCP Plastene Bulkpack Limited	Holding Company	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/Others	15375.00
Oswal Extrusion Limited	Entity controlled by close family member of Director and Promoters	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/Others	7000.00
Mr. Prakash Parekh	Relative of Mrs. Madhu Parekh	Guarantee	10000.00
Mrs. Madhu Parekh	Director of K. P. Woven Private Limited	Guarantee	10000.00

Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

Sr. No.	Particulars	Details
1.	A summary of the information provided by the management to the Audit Committee	The details of the proposed transactions as detailed above which includes the nature, terms, tenure and proposed limits etc. were placed to the Audit Committee.
2.	Justification for why the proposed transactions is in the interest of the Company	Entering into RPTs is a common practice amongst companies to optimise synergies. The above mentioned related parties are in same line of business and there are routine sale/purchase and other business transactions with these Companies in ordinary course of Business. Further, the subsidiary also need to enter into sale/purchase transactions of assets on need basis with the related parties looking to the overall commercial interest. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.
3.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	The Subsidiary may give loan to other related parties for business purpose including but not limited to working capital requirements. The company while giving loan or investment may use their internal accruals or any other permitted means to provide loan for mutually agreed tenure which shall not be more than 5 years. Loans given will be unsecured and will be at arm's length basis. The ultimate beneficiary will have to utilize the amount towards the purpose of the financial assistance taken which may be working capital or any other business transactions.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5.	Any other information that may be relevant	Not Applicable

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 8.

None of the Directors / Key Managerial Personnel of the Company / their relatives except describe above, are in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, consent of the members is sought by way of an Ordinary Resolution respectively as set out in Item No. 8 of the Notice.

The Board recommends the Resolution for your approval.

**By Order of the Board of Directors
For HCP Plastene Bulkpack Limited
(Formerly known as Gopala Polyplast Limited)**

**Date: August 09, 2022
Place: Ahmedabad**

**Krushang Shah
Company Secretary**