

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting (“AGM”) of HCP Plastene Bulkpack Limited (HPBL/ Company) will be held on 29th September, 2023 at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means to transact the following businesses. The venue of the meeting shall be deemed to be the Registered office of the company at H.B.Jirawala House, Navbharat Society, Nr. Panchshil Bus Stand, Usmanpura, Ahmedabad-380013, Gujarat.

ORDINARY BUSINESS

1. To receive, consider and adopt the –

- a. Audited financial statements of the Company for the financial year ended on 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
- b. Audited consolidated financial statements of the Company for the financial year ended on 31st March, 2023 together with the report of Auditors thereon;

2. To appoint a Director in place of Mr. Anil Goyal (DIN:- 03071035), who retire by rotation and being eligible to offers, himself for re-appointment:

Explanation: Based on the terms of appointment, Executive and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Anil Goyal, Non Executive Director who has been on the Board of the Company since long since his appointment and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anil Goyal (DIN: 03071035), who retire by rotation, be and is hereby re-appointed as a Director.”

SPECIAL BUSINESS

3. To re-appoint Mr. Prakash Parekh as Managing Director of the Company:

To Consider and if thought fit, to pass with or without modification, the following resolution as an **“Ordinary Resolution”**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule V of the Act (including any amendments thereto or re-enactments therefor for the time being in force)

and upon the recommendation of the Nomination and Remuneration Committee, Mr. Prakash Parekh (DIN: 00158264) who was appointed as Managing Director in Board Meeting Dated 30th August, 2023, be and is hereby re-appointed as the Managing Director of the company, to hold office for a period of three years with effect from 1st November, 2023, on the terms and conditions as set out in the statement setting out material facts annexed to the notice convening this Annual General Meeting and those stipulated in the employment agreement executed for purpose of giving effect to the said re-appointment and who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary and modify the terms of re-appointment including, inter-alia, employment agreement, designation, remuneration and structure or re-structure salary components within the limits approved by the members and to do all such acts, deeds and things and execute all such documents, instruments and writing as may be required and to delegate all or any of its power herein conferred to any committee of directors or any director or officer to give effect to this resolution.”

4. To Consider and approve Material Related Party Transactions of the Company:

To Consider and if thought fit, to pass with or without modification, the following resolution as an **“Ordinary Resolution”**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and Company’s policy on Related Party Transaction and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and/or carrying out and/or continuing with existing contracts/ arrangements / transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with related parties during the year commencing from the conclusion of this AGM up to the conclusion of Next AGM (up to AGM 2024) as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the company or along with its subsidiary (ies), may exceed the prescribed threshold as per the provisions of the SEBI Listing Regulations as applicable from time to time, however, that the said

contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the company.

RESOLVED FURTHER THAT the ratification of members of the company be and is hereby accorded to any contracts/ arrangements / transactions or modification entered into from 1st April, 2023 to the date of Annual General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.

5. To Consider and approve Material Related Party Transactions of the K. P. Woven Private Limited, a Subsidiary Company with certain Related Parties:

To Consider and if thought fit, to pass with or without modification, the following resolution as an **"Ordinary Resolution"**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and Company's policy on Related Party Transaction and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/or carrying out and/or continuing with existing contracts/ arrangements / transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) by K.P. Woven Private Limited (Subsidiary Company) with related parties during the year commencing from the conclusion of this AGM up to the conclusion of Next AGM (up to AGM 2024) as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the company or along with its subsidiary (ies), may exceed the prescribed threshold as per the provisions of the SEBI Listing Regulations as applicable from time to time, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the company.

RESOLVED FURTHER THAT the ratification of members of the company be and is hereby accorded to any contracts/ arrangements / transactions or modification entered into by K.P. Woven Private Limited (Subsidiary Company) with

related parties from 1st April, 2023 to the date of Annual General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.

6. To consider and approve the payment of remuneration to Mrs. Meenu Maheshwari (DIN: 07113136), Non-Executive Independent Director in excess of the limit prescribed under Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015:

To Consider and if thought fit, to pass with or without modification, the following resolution as an **"Special Resolution"**:

"RESOLVED THAT in accordance with the Regulation 17(6)(ca) of the SEBI (Listing Obligation 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 Mrs. 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."

7. To Approve the Appointment of Mr. Ranjeet Mal Kastia (DIN: 00053059) 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. Ranjeet Mal Kastia (DIN: 00053059), who was appointed as an Additional Director (non- executive independent director) of the Company with effect from August 31, 2023, 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 30, 2028.

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."

HCP Plastene Bulkpack Limited By order of the Board of Directors
L25200GJ1984PLC050560 For. **HCP Plastene Bulkpack Limited**

H.B. Jirawala House,
Navbharat Soc,
Nr. Panchshil Bus Stand,
Usmanpura,
Ahmedabad-380013
Date:- 31-08-2023

Sd/-
Prakash Parekh
Managing Director

Notes:-

1. Pursuant to the General Circular No. 10/2022 dated 28th December, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence in compliance with the Circulars, the AGM of the Company is being held through VC.
2. 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 the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Members of the Company under the category of institutional investors are encouraged to attend and vote at the AGM through VC, Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution/ authorization letter to the Scrutinizer by email to csgpl@champalalgroup.com with a copy marked to evoting@nsdl.co.in.
5. 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.
6. The Register of Directors and Key Managerial Personnel (KMP) of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contract and Arrangement in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode upto the date of AGM and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the email to csgpl@champalalgroup.com.
7. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated 5th May,2020, the matters of Special Business as appearing at item No. 3 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
8. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning these business under Item No 3 to 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM are provided as an annexure to the Notice. Requisite declaration have been received from the Directors for seeking appointment/re-appointment.
9. The members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. The Notice convening the AGM has been uploaded on the website of the Company at www.hpbl.in and may also be accessed from the relevant section of the website of the Stock Exchanges i.e BSE Limited at www.bseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
11. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 23rd September,2023 to Friday, 29th September, 2023 (Both Days inclusive) for the purpose of this AGM.
12. In terms of Regulation 40(1)of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed 31st March,2021, as the cut-off date for the re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/ transmission/ transposition of securities shall not be processed unless the securities are held in the dematerialized form. Transfer of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares

- in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent Bigshare Services Private Limited.
13. Members are requested to intimate change, if any, about their name, postal address, email address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details etc. to their Depository Participate ("DP") in case the shares are held in electronic form and to the Registrar in case the share are held in physical form, in prescribed Form No ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
 14. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form no SH-14. Members who are either not desiring to register for Nomination or would want to opt-out are requested to fill out and submit Form No ISR-3. Members are requested to submit the said form to their DP in case the share are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
 15. To Prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holding should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
 16. To support the 'Green Initiative' Members who have not yet registered their email addresses are requested to register the same with their DPs in case the share are held by them in electronic form and with the Company in case the shares are held by them in Physical form.
 17. Process for those shareholders whose email ids are not registered:
 - for physical shareholders- please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar card) by email to RTA email id
 - For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
 18. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA circulars, 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 NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
 19. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of Friday, 22nd September, 2023 (cut-off date not earlier than 7 days before the AGM), may cast their vote by remote e-voting. The remote e-voting period commences on Monday, 25th September, 2023 at 9.00 a.m (IST) and ends on Thursday, 28th September, 2023 at 5.00 p.m (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-voting before the AGM and e-voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date Friday, 22nd September, 2023 subject to receipt of the requisite number of votes, the Resolution passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM. i.e Friday, 29th September, 2023. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com.
 20. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution for which the member has already cast the vote through remote e-voting.
 21. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 22nd September, 2023 shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-voting during the AGM. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Friday, 22nd September, 2023, may obtain the User ID and password by sending a request along with requisite documents as at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password for casting your vote. If you forgot your password, you can reset your password by using "Forget User Details/ Password" or "Physical User

Reset Password” option available on www.evoting.nsdl.com or contact at 022-48867000 and 022-24997000. In the case of individual shareholders holding securities in Demat mode and who acquires shares of the company and becomes a Member of the company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 22nd September, 2023 may follow steps mentioned in the e-voting instruction at “Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in Demat Mode.

22. The chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
23. Mr. Alpesh Vekariya (FCS - 11100, CP - 21541) of M/s. Alpesh Vekariya & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-voting process before the AGM as well as remote e-voting during the AGM fairly and transparently.
24. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the Scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to

the stock exchanges on which the company’s share are listed, NSDL and RTA, and will also be displayed on the company’s website at www.hpbl.in.

25. For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number to csgpl@champalalgroup.com 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.
26. **THE INSTRUCTION FOR MEMBERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Monday, 25th September, 2023 at 09.00 A.M. and ends on Thursday, 28th September 2023 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. Friday, 22nd September, 2023, 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 Friday, 22nd September, 2023.

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.nsdl.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.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. 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.

NSDL Mobile App is available on

 App Store

 Google Play



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.

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

- 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.
- 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, 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.nsd.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.

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.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.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

- a) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUF's, NRI's etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail to caalpeshvekariya@gmail.com with a copy marked to evoting@nsdl.co.in and cs@hpbl.in **not later than 48 hours before the scheduled time of the commencement of the Meeting.** Corporate Members/ Institutional shareholders (i.e. other than individuals, HUF's, NRI's 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.
- b) 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.
- c) 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 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

27. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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.

28. 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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

HCP Plastene Bulkpack Limited
L25200GJ1984PLC050560

By order of the Board of Directors
For. **HCP Plastene Bulkpack Limited**

H.B. Jirawala House,
Navbharat Soc,
Nr. Panchshil Bus Stand,
Usmanpura,
Ahmedabad-380013
Date:- 31-08-2023

Sd/-

Prakash Parekh
Managing Director

EXPLANATORY STATEMENT

Item No 3:- To re-appoint Mr. Prakash Parekh as Managing Director of the Company

Mr. Prakash Parekh (DIN: 00158264) 49 years of age, the Managing Director of the Company holds a Bachelor Degree in Chemical Engineering. He also has completed his SAP from Monesh University, Australia in 1998. He is having 23 years of experience in the plastic industry. He was instrumental in establishing the project of flexible packaging plant within a short span from acquiring land to installation of machineries and commercial production. He is a member of Indian Flexible Intermediate Bulk Containers Associations (IFBCA).

The Board of Directors, at their meeting held on 31st August, 2023 on the recommendation of the Nomination and Remuneration Committee based on the performance evaluation, education qualification, skills, experience and exposure in Plastic packaging industry, have re-appointed him as Managing Director for a period of three years with effect from 1st November, 2023 to 30th October, 2026, on terms and conditions, as hereinafter indicated. Mr. Prakash Parekh has submitted the requisite disclosure and consented for re-appointment and also confirmed that he is not inter-se related to any other director(s) of the company.

The proposed appointment, remuneration and perquisites conform to the requirement of Schedule V to the Companies Act, 2013, requires the appointment and remuneration to be approved by a resolution of the shareholders in general meeting. His appointment is liable to retire by rotation. Salary, perquisites and commission will be paid in accordance with the shareholders approval.

The Terms of re-appointment and remuneration payable to Mr. Prakash Parekh are as under:

I. Period

The terms of the Managing Directors shall be for a period of 3 years from 1st November, 2023 to 30th October, 2026 subject to liable to retire by rotation.

II. Remuneration

A. Salary:

The Managing Director Shall be entitled to salary upto ₹ 3,00,000 per month.

B. Perquisites:

- 1) The Managing Director shall be entitled for reimbursement of medical expenses for himself and family members, subject to ceiling of half months salary per year or one and half month's salary over a period of three years.
- 2) Contribution to Provident fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income-Tax Act, 1961.
- 3) Gratuity Payable at a rate not exceeding half month's salary for each completed year of service.
- 4) Encashment of leave at the end of the tenure.
- 5) Free use of Company's car with driver for Company's business and free telephone facility at residence.
- 6) Leave Travel Concession for self and family at a rate not exceeding one month's salary for one year or three month's salary in block of three years.

III. The Managing Director shall be entitled for reimbursement of expenses incurred by him in connection with the business of the Company.

IV. Minimum Remuneration:-

If in any financial year during the tenure of Mr. Prakash Parekh the company has no profits, or its profits are inadequate, the Company shall pay remuneration by way of salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013.

V. Duties:-

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.

VI. Termination:-

The Managing Director may be removed from his office for gross negligence, breach of duty or trust if the company in its General Meeting to that effect passes a special resolution. The Managing Director may resign from his office by giving 90 day's notice to the Company.

VII. Compensation:-

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to intimation as provided under section 202 of the Companies Act, 2013.

An Employment Agreement setting out the further terms and conditions of the appointment has been executed between the Company and Mr. Prakash Parekh. The said Employment Agreement is available for electronic inspection without any fee by the members. The Board may vary the terms of the re-appointment including employment agreement, designation, remuneration and structure or re-structure salary components within the limits approved by the members and such variation shall not be treated as variation in the terms of appointment.

A Detailed profile of Mr. Prakash Parekh is available on the website of the Company www.hpbl.in in the investors section, Details as required under 36(3) of the SEBI Listing Obligation and Disclosure Requirements and Secretarial Standard-2 and the other provisions of applicable laws are provided in Annexure to the explanatory statement.

Based on the recommendation of the Nomination and Remuneration committee, the Board recommends the reappointment of Mr. Prakash Parekh as set out in the Item No. 3 for approval of the members as an ordinary resolution

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

The Board recommends the resolution set out at item No. 3 of the Notice for your pursual.

Information as required under Section II (A) & (B) [iv] of Part-II of Schedule V to the Companies Act 2013

Sr. No.	Particulars	Remarks								
1	Nature of industry	Company is engaged in the business of Packing Industry								
2	Date or expected date of commencement of commercial production	Company was in operations since 1984 However, after approval of Resolution Plan for revival of Company, new management has resumed the operations in last week of November 2020.								
3	in case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable								
4	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Year</th> <th>2022</th> <th>2021</th> <th>2020</th> </tr> </thead> <tbody> <tr> <td>PAT</td> <td>(367.73)</td> <td>6,362.30</td> <td>(2,070.36)</td> </tr> </tbody> </table>	Year	2022	2021	2020	PAT	(367.73)	6,362.30	(2,070.36)
Year	2022	2021	2020							
PAT	(367.73)	6,362.30	(2,070.36)							
5	Foreign investments or collaborations, if any.	Not Applicable								
6	Background details of appointee	Please refer to profile as mentioned in Annexure to the Notice								

Sr. No.	Particulars	Remarks
7	Past remuneration	Not applicable as he has renounced his right for remuneration
8	Recognition or awards	Not Applicable
9	Job profile and his suitability	Appointed as Managing Director
10	Remuneration proposed	As mentioned in Resolution
11	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the knowledge, experience, management capabilities and expertise with the Company and the time and efforts devoted for growth and development of the Company, the proposed remuneration package of the appointee is in line with the industry standards
12	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel	Appointee is Promoter and Managing Director of the Company. He hold shares in Company as disclosed in Corporate Governance Report
13	Reasons of loss or inadequate profits	Company is at the stage of stabilizing operations and improving capacity utilization.
14	Steps taken or proposed to be taken for improvement	Company is in the process of arranging adequate working capital to start direct sales as against job work activity as of now.
15	Expected increase in productivity and profits in measurable terms	Productivity will be improved by 10-20%

Item No 4:- To Consider and approve Material Related Party Transactions of the Company

The provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, mandates prior approval of a listed entity by means of Ordinary Resolution for all material Related Party Transactions, even if such transactions are in the ordinary course of business of the company and at arm's length basis. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations a transaction with related parties shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during the financial year, whether directly and/or through its subsidiary (ies), exceed(s) ₹ 1000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statement of the listed entity, whichever is lower.

During the Period commencing from conclusion of this AGM upto the conclusion of next AGM (up to AGM 2024), company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality threshold as mentioned above. Accordingly, as per SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements/ transactions proposed to be undertaken by the company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company / its subsidiaries and on an arm's length basis.

The company has taken approval for related party transactions for the financial year 2022-2023 in their 38 Annual General Meeting held on 26th September, 2022. Company proposes to ratify the transactions it has entered into with related parties since the beginning of financial year up to the date of AGM.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 31st August, 2023, reviewed and approved the said transaction(s), subject to approval of the members, while noting that such transaction shall be on arm's length basis and in the ordinary course of business of the company.

None of the Directors, Key Managerial Personnel of the company and their relatives is, in any way, connected or interested, financially or otherwise, in the Resolution set out in item no. 4 of the Notice except to their shareholding or employment in the company, its Holding Company or Associate Group Company, if any, in the company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in item no 4 of this notice.

The relevant information pertaining to transactions with related parties under Rules 15 of Companies (Meeting of Board and its Powers) Rules, 2014, as amended and SEBI circular vide SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr. No.	Particular					
1	Name of Related Party	HCP Enterprise Limited	Plastene India Limited	Plastene Polyfilms Limited	K. P. Woven Private Limited	Oswal Extrusion Limited
2	Type of Transaction	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/ Rendering / Availing Services/ Others	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/ Rendering / Availing Services/ Others	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/ Rendering / Availing Services/ Others	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/ Rendering / Availing Services/ Others	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/ Rendering / Availing Services/ Others
3	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s)				
4	Nature of Relationship with the company including nature of its concern or interest (financial or otherwise)	Entity controlled by close family member of Director and Promoters	Entity controlled by close family member of Director and Promoters	Entity controlled by close family member of Director and Promoters	K.P.Woven Private Limited is Subsidiary of company	Entity controlled by close family member of Director and Promoters
5	Tenure of the proposed transaction	Upto the date of next AGM				
6	Value of the Proposed transaction (not to exceed)	₹ 7000 Lakhs	₹ 12000 Lakhs	₹ 4000 Lakhs	₹ 20000 Lakhs	₹ 1500 Lakhs
7	Value of RPT as % of company's audited consolidated annual turnover of ₹ 35151.97 Lacs for the financial year 2022-2023	19.91	34.14	11.38	56.9	4.27
8	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The Company shall infuse Inter Corporate Deposit(s) from its internal accruals or borrowed funds				
(i)	Details of financial indebtedness incurred	None				
(ii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Refer Notes No 3. Providing and Obtaining Financial Assistance				

Sr. No.	Particular	
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer Notes No 3. Providing and Obtaining Financial Assistance
9	Justification as to why the RPT is in the interest of the Company.	Refer:- Note No.1- Purchase/ Sale or Job work of Goods, Note No.2-Purchase or Sale or Lease of Assets, Rendering/ Availing Services Note No.3- Providing and Obtaining Financial Assistance
10	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

➤ **Justification as to why the RPT is in the interest of the Company**

Note No	Particular	Description
1	Purchase/ Sale or Job work of Goods	HCP Plastene Bulkpack Limited (Previously known as Gopala Polyplast Limited) was admitted under the provisions of Insolvency and Bankruptcy code, 2016 and based on the Resolution plan submitted the company is takeover by the Plastene India Limited. Plastene Group of Companies is a leading manufacturer of plastic packaging materials; in order to expand the operation, it is necessary to use the company's resources effectively. In order to expand the business, the company can purchase, sell, or do job work with the Plastene Group of Companies viz (HCP Enterprise, Plastene India Limited, Plastene Polyfilms Limited, K. P. Woven Private Limited, Oswal Extrusion Limited).
2	Purchase or Sale or Lease of Assets, Rendering/ Availing Services	For the purpose of business, Plastene Group of Companies purchase, sale or lease assets among themselves. Plastene Group of company procures, manages and provides various Admin, Finance, HR, IT and other Consultancy Services certainly to various entities of Plastene Group on need basis.
3	Providing and Obtaining Financial Assistance	The Company is expanding the business by utilizing resources effectively for the same it can extend or avail finance assistance on need basis, in form of corporate guarantees/ revolving interest bearing inter corporate deposits/ loans/ advances. The financial assistance will be utilised by the borrowing entity(ies) for its business purposes including expansion, working capital requirements and other business purposes. The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the borrowing entity(ies).

Item No 5:- To Consider and approve Material Related Party Transactions of the K. P. Woven Private Limited, a Subsidiary Company with certain Related Parties

The provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, mandates prior approval of a listed entity by means of Ordinary Resolution for all material Related Party Transactions, even if such transactions are in the ordinary course of business of the company and at arm's length basis. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations a transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall be approved by Audit Committee if the value of such transaction whether entered into individually or taken together with previous transaction during a financial year exceed 10% of the annual standalone turnover of the subsidiary. Also SEBI (Listing Obligation and Disclosure Requirements) Regulations specify that a transaction with related parties shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during the financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statement of the listed entity, whichever is lower.

During the Period commencing from conclusion of this AGM upto the conclusion of next AGM (up to AGM 2024), company proposes to enter into certain related party transaction(s) as mentioned below to which subsidiary of the company is a party but listed entity is not, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality threshold as mentioned above. Accordingly, as per SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements/ transactions proposed to be undertaken by the subsidiary company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company / its subsidiaries and on an arm's length basis.

The company has taken approval for related party transactions for the financial year 2022-2023 in their 38th Annual General Meeting held on 26th September, 2022. Company proposes to ratify the transactions to which subsidiary of the company is party but company is not the party, since the beginning of financial year up to the date of AGM.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 31st August, 2023, reviewed and approved the said transaction(s), subject to approval of the members, while noting that such transaction shall be on arm's length basis and in the ordinary course of business of the company.

None of the Directors, Key Managerial Personnel of the company and their relatives is, in any way, connected or interested, financially or otherwise, in the Resolution set out in item no. 5 of the Notice except to their shareholding or employment in the company, its Holding Company or Associate Group Company, if any, in the company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in item no 5 of this notice.

The relevant information pertaining to transactions with related parties under Rules 15 of Companies (Meeting of Board and its Powers) Rules, 2014, as amended and SEBI circular vide SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr No	Particular					
1	Name of Related Party	HCP Enterprise Limited	Plastene India Limited	Plastene Polyfilms Limited	HCP Plastene Bulkpack Limited	Oswal Extrusion Limited
2	Type of Transaction	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/ Rendering /Availing Services/ Others	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/ Rendering /Availing Services/Others	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/ Rendering /Availing Services/Others	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/ Rendering /Availing Services/Others	Purchase/Sale or Job Work of Goods/ Guarantee/ Sale of assets /purchase of assets /lease of Assets/ loans/ Rendering /Availing Services/Others
3	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s)				
4	Nature of Relationship with the company including nature of its concern or interest (financial or otherwise)	Entity controlled by close family member of Director and Promoter	Entity controlled by close family member of Director and Promoter	Entity controlled by close family member of Director and Promoters	HCP Plastene Bulkpack Limited is Holding Company	Entity controlled by close family member of Director and Promoters
5	Tenure of the proposed transaction	Upto the date of next AGM				
6	Value of the Proposed transaction (not to exceed)	₹ 6000 Lakhs	₹ 31000 Lakhs	₹ 2000 Lakhs	₹ 20000 Lakhs	₹ 10000 Lakhs

Sr No	Particular					
7	Value of RPT as % of company's audited consolidated annual turnover of ₹ 35151.97 Lakh for the financial year 2022-2023	17.07	881.69	5.69	56.9	28.45
8	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The Company shall infuse Inter Corporate Deposit(s) from its internal accruals or borrowed funds				
	(i) Details of financial indebtedness incurred	None				
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Refer Notes No 3. Providing and Obtaining Financial Assistance				
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer Notes No 3. Providing and Obtaining Financial Assistance				
9	Justification as to why the RPT is in the interest of the Company.	Refer:- Note No.1- Purchase/ Sale or Job work of Goods, Note No.2-Purchase or Sale or Lease of Assets, Rendering/ Availing Services Note No.3- Providing and Obtaining Financial Assistance				
10	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable				
11	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil				

➤ **Justification as to why the RPT is in the interest of the Company**

Note No	Particular	Description
1	Purchase/ Sale or Job work of Goods	The company engages in the same business line as the related party, so to optimize the resources effectively, its general practice is to purchase, sell and job work for the goods among related parties.
2	Purchase or Sale or Lease of Assets, Rendering/ Availing Services	A common practice of the company is to purchase, sell, or lease property among related parties for business purposes. Where as company has their own staff for the various departments and as per the requirements the company shares the resources among the related parties
3	Providing and Obtaining Financial Assistance	The Company is expanding the business by utilizing resources effectively for the same it can extend or avail finance assistance on need basis, in form of corporate guarantees/ revolving interest bearing inter corporate deposits/ loans/ advances. The financial assistance will be utilised by the borrowing entity(ies) for its business purposes including expansion, working capital requirements and other business purposes. The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the borrowing entity(ies).

Item No 6:- To consider and approve the payment of remuneration to Mrs. Meenu Maheshwari (DIN: 07113136), Non-Executive Independent Director in excess of the limit prescribed under Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015

The company pays the sitting fees to its directors for attending Board/Committee Meetings. Further Mr. Sandeep Shah, Mr. Ashutosh Maheshwari, Mr. Anil Goyal and Mr. Judhishthir Behera have waived their right to receive sitting fees for attending Meetings. In view of the same, the fees paid/ payable to Mrs. Meenu Maheshwari for the current financial year may exceed fifty percent of the total annual remuneration payable to all non-executive directors. The details of remuneration payable to Mrs. Meenu Maheshwari for the Financial Year 2022-2023, 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 Obligation and Disclosure Requirements) Regulations, 2015, The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceed fifty percent of the total annual remuneration payable to all non-executive directors.

None of the Directors or Key Managerial Personnel of the company or their relative except Mrs. Meenu Maheshwari and their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Item No.7:- To Approve the Appointment of Mr. Ranjeet Mal Kastia (DIN: 00053059) 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:

The Board of Directors had appointed Mr. Ranjeet Mal Kastia, as an Additional Director of the Company classified as an Independent Director, for a term of five years commencing from August 31, 2023, 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. Ranjeet Mal Kastia as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from August 31, 2023 upto August 30, 2028.

Mr. Ranjeet Mal Kastia 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. Ranjeet Mal Kastia 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. Ranjeet Mal Kastia, aged 83 years, holds a Post-Graduation and Doctorate Degree in Chemistry. He is also a Fellow of British Institute of Management (London). General Management being his field of interest. Dr. Kastia has been a CEO and Director at Board level since 1982 in various Public Limited Companies like Modern Insulators Limited, Willard India Limited, Himachal Telematics Limited. He was

the Managing Director of HFCL Limited till 2004. He continues to be a Director on the Board of HFCL Limited and he is also the Director of HTL Limited, a subsidiary company of HFCL Limited.

Owing to Mr. Ranjeet Mal Kastia has vast corporate experience, the Board has opinion that, he fulfils 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. Ranjeet Mal Kastia does not hold any shares in the Company. During the financial year 2023-24, 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. Ranjeet Mal Kastia holds any directorship in HFCL Limited, a listed company and he has not 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. Ranjeet Mal Kastia is interested in the resolution set out at Item No. 7 of the Notice with regard to his appointment. Relatives of Mr. Ranjeet Mal Kastia 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.7 of the Notice.

The Board recommends the Resolution for your approval

HCP Plastene Bulkpack Limited
L25200GJ1984PLC050560

H.B. Jirawala House,
Navbharat Soc,
Nr. Panchshil Bus Stand,
Usmanpura,
Ahmedabad-380013
Date:- 31-08-2023

By order of the Board of Directors
For. **HCP Plastene Bulkpack Limited**

Sd/-

Prakash Parekh
Managing Director

Annexure to the Notice

Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting.

Name of Director	Anil Goyal	Prakash Parekh	Ranjeet Mal Kastia
Director Identification No	03071035	00158264	00053059
Age	46 Years	49 Years	83 Years
Original Date of Appointment	21-10-2020	21-10-2020	31-08-2023
Qualification	Bachelor of Commerce	Bachelor of Chemical Engineering	Doctorate Degree in Chemistry
Experience and Expertise	All function of the company including production, operations and technical are and general administration	All Strategic planning, execution, Business Development	All Strategic planning, Business Management
Remuneration last drawn (including sitting fees)	As mentioned in the Report of Corporate Governance	As mentioned in the Report of Corporate Governance	N.A.
Remuneration to be paid	N.A.	As mentioned in the explanatory statement	N.A.
Number of Board Meeting attended during FY 2022-2023	As mentioned in the Report of Corporate Governance		N.A.
Shareholding (Equity Shares)	N.A.	1800000 (16.86%)	N.A.
Relationship with Other directors and KMP	Not Related to any Director or KMP		
Members/ Chairperson of committee of the Company	Membership- Audit Committee, Nomination and Remuneration Committee, Chairpersonship- Stakeholder Relationship Committee, Management Committee	N.A.	N.A.
Directorship held in other companies	Plastene Infrastructure Limited	HCP Enterprise Limited, Plastene India Limited	HFCL Limited HFCL Advance Systems Private Limited Moneta Finance Private Limited Anupriya Fincap Private Limited Cosmic Associates Private Limited HTL Limited
Membership of committee held in other Indian companies	N.A.	N.A.	Member – Stakeholders' Relationship Committee, Debenture Allotment Committee, Banking Operations Committee of HFCL Limited Member – Audit Committee of HTL Limited
Chairpersonship of committee held in other indian companies	N.A.	Chairpersonship- CSR Committee of Plastene India Limited	N.A.