

Dear Shareholder,

September 02, 2022

Sub: Corrigendum to the Notice of 50th Annual General Meeting of the Members of Perfectpac Limited to be held on September 15, 2022

Further to our email dated August 23, 2022, regarding sending of Annual Report of the Company for the Financial Year 2021-22 which included the Notice convening Fiftieth Annual General Meeting to be held on September 15, 2022 at 12:30 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") ("AGM Notice") to transact total 9 (nine) businesses out of which 3 (three) are Ordinary Businesses and remaining 6 (six) are Special Businesses. One of the Special Businesses at Item No. 7 has been inadvertently mentioned to be passed as an Ordinary Resolution instead of as a Special Resolution as required under the amended Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, please consider and read the resolution mentioned at Item No. 7 of AGM Notice is proposed to be passed as a Special Resolution instead of as an Ordinary Resolution. Further, recommendation of passing resolution mentioned in an explanatory statement with respect to Item No. 7 of AGM Notice should also be considered as a Special Resolution and not as an Ordinary Resolution.

The Corrigendum to AGM Notice as mentioned above is issued in continuation of and should be read in conjunction with AGM Notice which was already sent to the shareholders by an email on August 23, 2022 along with Annual Report for the Financial Year 2021-22. All other contents of the AGM Notice and explanatory statement annexed thereto, save and except as mentioned in this Corrigendum, shall remain unchanged. The corrected AGM Notice convening Fiftieth Annual General Meeting to be held on September 15, 2022 is available on the Company's website www.perfectpac.com.

Thanking you,

Yours faithfully,
For **Perfectpac Limited**

Sd/-
Sanjay Rajgarhia
Managing Director

NOTICE

NOTICE is hereby given that the 50th Annual General Meeting of Members of **Perfectpac Limited** will be held on **Thursday, the 15th day of September, 2022 at 12:30 P.M. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rajendra Kumar Rajgarhia (DIN: 00141766), who retires by rotation and, being eligible, offers himself for re-appointment.
3. **To Re-appoint and fix the remuneration of Auditors**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s VSSA & Associates, Chartered Accountants (Firm Registration No. 012421N), be and is hereby re-appointed as Statutory Auditors of the Company to hold office, for second term of 5 (Five) consecutive years from Financial year 2022-23 to 2026-27, from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM to be held in the Year 2027, to examine and conduct the audit of the accounts of the Company, at such remuneration plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred, as may be mutually agreed between the Board of Directors and Statutory Auditors from time to time.”

SPECIAL BUSINESS

4. **To Approve Remuneration of Shri Sanjay Rajgarhia (DIN: 00154167), Managing Director of the Company**

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) of the said Act and any other law for the time being in force and in compliance with Nomination and Remuneration Policy of the Company and subject to approval of Central Government (if required), as recommended by the Nomination and Remuneration Committee, the remuneration of Shri Sanjay Rajgarhia (DIN:00154167), Managing Director of the Company for a further period of 2 years w.e.f. July 01, 2022, be and is hereby approved, on the terms and conditions including remuneration as set out in explanatory statement.”

5. To Appoint Shri Raj Gopal Sharma (DIN:09666890), as Director of the Company

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**” pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and on the recommendation of Nomination and Remuneration Committee and in compliance with Nomination and Remuneration Policy of the Company, Shri Raj Gopal Sharma (DIN: 09666890), who was appointed as an Additional Director of the Company effective from July 12, 2022 in terms of Section 161(1) of the Act and whose term expires at this Annual General Meeting be and is hereby appointed as a Director of the Company.”

6. To Appoint Shri Raj Gopal Sharma (DIN:09666890), as Whole Time Director of the Company

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force), the Nomination and Remuneration Policy of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution), consent of the members of the Company be and is hereby accorded for the appointment of Shri Raj Gopal Sharma (DIN: 09666890), as Whole-time Director of the Company for period of 3 (three) years, effective from July 12, 2022 to July 11, 2025, and for the payment of remuneration to Shri Raj Gopal Sharma on the terms and conditions as set out in the Explanatory Statement to this resolution.”

7. To Appoint Shri Manish Garg (DIN: 01324631) as an Independent Director on the Board of the Company

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Nomination and Remuneration Policy of the Company, Shri Manish Garg (DIN: 01324631), who was appointed as an Additional Director (Independent Director) of the Company with effect from July 12, 2022 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations, be and is hereby appointed as an Independent Director to hold office for a term of 5 (Five) consecutive years with effect from July 12, 2022 to July 11, 2027.”

- 8. To approve Sub-division/Split of every 1 (one) Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each fully paid up into 5 (five) Equity Shares of face value of Rs. 2/- (Rupees Two) each**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable laws, rules and regulations for the time being in force, if any and prescribed by any relevant authorities from time to time, to the extent applicable and subject to the provisions of Memorandum and Articles of Associations of the Company and subject to such approvals, consents, permissions and sanctions, if any, required from any competent authority and as approved by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to sub-divide/Split the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 5 (Five) Equity Shares having face value of Rs. 2/- (Rupees Two Only) each fully paid up.

Details of Sub-division of Equity Shares:

Type of Capital	Pre-Sub-division share Capital Structure			Post-Sub-division share Capital Structure		
	No. of Equity shares	Face Value (Rs.)	Total share Capital (Rs.)	No. of Equity shares	Face Value (Rs.)	Total share Capital (Rs.)
Authorized share Capital	20,00,000	10	2,00,00,000	1,00,00,000	2	2,00,00,000
Issued and Subscribed Capital	13,31,900	10	1,33,19,000	66,59,500	2	1,33,19,000
Paid-up capital	13,31,900	10	1,33,19,000	66,59,500	2	1,33,19,000

RESOLVED FURTHER THAT, upon Sub-division of the Equity Shares as aforesaid, the existing Share Certificates of the Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no value or effect from the Record Date and the Company without requiring the surrender of the old/ existing Share Certificate(s), do directly issue and dispatch the new Share Certificates of the Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each of the Company to its Shareholders holding Shares in physical form, in lieu of such old/existing Share Certificates, within the period prescribed or that may be prescribed in this behalf, from time to time, and in the case of Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants viz. National Securities Depository Limited ('NSDL') and Central Depository Services India Limited ('CDSL'), in lieu of the existing credits representing the Equity Shares before sub-division.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division/split of Equity Shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company to that end and intend that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all Members and other interested persons and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may

be deemed expedient and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board or any Committee thereof in this regard.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent, Registrar of Companies and/or any other Statutory Authority(ies), if any; (b) cancel the existing physical Share Certificates of the Equity Shares of face value of Rs. 10/- (Rupees Ten Only) without its surrender; (c) issue new Share Certificates of Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each in lieu of the old/existing Share Certificates; (d) sign such new Share Certificates of Equity Shares in accordance with the provisions/rules relating thereto; (e) settle any question or difficulty that may arise with regard to sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto; and (f) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolutions.”

RESOLVED FURTHER THAT, pursuant to the Sub-division/Split of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of the face value of Rs. 10/-(Rupees Ten Only) each existing on the Record Date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into the Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each, as given below:

9. TO ALTER CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT" pursuant to Section 13, 64 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment (s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 3.25 Crores (Rupees Three Crores Twenty Five Lakhs Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 2/- (Rupees Two Only) each and 1,25,000 (One Lac Twenty Five Thousand) 8% Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.”

"RESOLVED FURTHER THAT pursuant to Section 14 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment (s) thereof for the time being in force), the existing Article 4(1) of the Article of Association of the Company be substituted with the following new Article:



CIN No.: L72100DL1972PLC005971

“The Authorized Share Capital of the Company is Rs. 3.25 Crores (Rupees Three Crores and Twenty Five Lakhs Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 2/- (Rupees Two Only) each and 1,25,000 (One Lakh and Twenty Five Thousand) 8% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each, the preference share shall confer the right on the holders to a fixed cumulative preference dividend of 8% per annum free of company's tax but subject to deduction of tax under section 194 of the Income Tax Act, 1961 or any statutory modification or re-enactment thereof for the time being in force on the capital paid up thereon for the time being and a right on winding up to payment of capital paid up and arrears of dividend whether earned, declare or not, up to the commencement of winding up in priority to the equity shares, but shall not confer any further omits or other right on the holders to participate in the profits or assets of the company nor a right to vote except as provided by the Act. The Company shall be at liberty to redeem all or any of the preference shares at par at any time after ten years, but later than fifteen years from the date of allotment by three month notice in writing in conformity with the Act.

The Share Capital of the Company is Rs. 3.25 Crore (Rupees Three Crores and Twenty Five Lakhs Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 2/- (Rupees Two Only) each and 1,25,000 (One Lakh and Twenty Five Thousand) 8% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.”

RESOLVED FURTHER THAT, the Board of Directors or any Committee thereof be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment of the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board or any Committee thereof in this regard.”

Registered Office:

910 Chiranjiv Tower-43
Nehru Place, New Delhi-110019
CIN: L72100DL1972PLC005971
Tel: 011-26441015-18
Email: complianceofficer@perfectpac.com
Website: www.perfectpac.com

Place: New Delhi

Dated: August 10, 2022

By Order of the Board

Sanjay Rajgarhia
Managing Director
DIN: 00154167

Notes:-

1. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively (collectively referred to as 'SEBI Circulars'), permitted the holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the MCA Circulars and the SEBI Circulars, the 50th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be the deemed to be the venue for the AGM.
2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the special business to be transacted at the 50th Annual General Meeting ('AGM'), is annexed. Information pursuant to the provisions of Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed to this Notice.
3. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Annual Report. However, in pursuance of Section 112 and Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and to vote through electronic means.
4. Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on complianceofficer@perfectpac.com.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making 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 opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <http://perfectpac.com/Updation-of-KYC-Details.html>.



CIN No.: L72100DL1972PLC005971

Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Registrar and Share Transfer Agent ('RTA') in case the shares are held in physical form.

8. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required.
9. The Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of Beneficial Owners received from the Depositories as on **August 19, 2022**.
10. All shares and dividend related correspondence may be sent to RTA at the **following address:**

Skyline Financial Services Private Limited

(Unit: Perfectpac Limited)
D-153/A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Tel: 011-40450193-97
Email: admin@skylinerta.com

In all correspondence, please quote your DP ID & Client ID or Folio Number.

11. The Register of Members and Shares Transfer Books of the Company shall remain closed from **Friday, September 09, 2022** to **Thursday, September 15, 2022** (both days inclusive) for the purposes of the AGM.
12. **Change of Address or Other Particulars**
Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ('NECS') mandates, etc. under the signature of the registered holder(s) to:
 - **For shares held in electronic form:** to their Depository Participants (DPs); and
 - **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details. The said form can be downloaded from the Company's website <http://perfectpac.com/Updation-of-KYC-Details.html>.
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice, inter-alia, explaining the manner of attending AGM through VC/ OAVM and electronic voting (e-voting) along with the Annual Report for the Financial Year 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participants or RTA of the Company. Members may note that the Annual Report including Notice 2021-22 will also be available on Company's website www.perfectpac.com and website of the stock exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which

is available on the Company's website at <http://perfectpac.com/Updation-of-KYC-Details.html> and on the website of the Company's RTA at <https://www.skylinerta.com/investor-charter.php>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and any other relevant documents, upon log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>
18. The Company has a dedicated E-mail address complianceofficer@perfectpac.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest. The Company's website www.perfectpac.com has a dedicated section on Investors.
19. **Instructions for e-Voting and joining the AGM are as follows:**
 - (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA and SEBI Circulars in relation to e-voting provided by Listed Entities, the Members are provided with the facility to cast their votes electronically, through remote e-voting services provided by NSDL on all resolutions set forth in this Notice. The instructions for e-voting are given herein below.
 - (ii) The remote e-Voting period commences at **09:00 A.M. (IST) on Monday, September 12, 2022** and ends at **05:00 P.M. (IST) on Wednesday, September 14, 2022**. During this period, Members holding shares either in physical form or in dematerialized form, as on the Cut-off date **Friday, September 09, 2022** ("Cutoff date"), may cast their vote electronically.
 - (iii) The e-voting module shall be disabled by NSDL for voting thereafter. Member have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing **September 12, 2022 to September 14, 2022** or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
 - (iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/ OAVM but shall not be entitled to cast their e-vote again.
 - (v) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date should treat this Notice for information purpose only.



CIN No.: L72100DL1972PLC005971

(vi) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@skylinerta.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

(vii) The details of the process and manner for remote e-voting are explained herein below:-

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

Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1 are mentioned below:-

(I) **Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in dematerialized mode**

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts websites of Depositories/ DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ul style="list-style-type: none"> (a) Visit the e-Services website of NSDL. Open web browser and type the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. (b) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. (c) A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. (d) Click on “Access to e-Voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page. (e) Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ul style="list-style-type: none"> (a) Option to register is available at https://eservices.nsd.com. (b) Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp (c) Please follow steps given above in points (a) to (e). <p>2. E-voting website of NSDL</p> <ul style="list-style-type: none"> (a) Open web browser and type the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. (b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. (c) 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.

	<p>(d) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-voting service provider-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 and e-voting during the meeting.</p> <p>3. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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 from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail 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 DPs	1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.
	2. Once logged-in, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	3. Click on options available against Company name or e-voting service provider-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 and e-voting during the meeting.

Important Note:- Members who are unable to retrieve User ID/ Password are advised to use Forget User details/Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please 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
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

(II) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in dematerialized mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by clicking the 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.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a Verification Code as shown on the screen.
4. 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.
5. 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 EVEN is 123456 and folio number is 001*** then User ID is 123456001***

6. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (c) How to retrieve your 'initial password'?
 - (i) 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 from evoting@nsdl.com. 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'.
 - (ii) In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned in this Notice.
7. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - (a) 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.
 - (b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) 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, PAN, name and registered address.
 - (d) Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step-2 are mentioned below:-

How to cast your vote electronically on NSDL e-Voting system?

1. 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 and you will receive a confirmation by way of a SMS on your registered mobile number.
 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.
- 20. 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 complianceofficer@perfectpac.com or admin@skylinerta.com
 2. In case shares are held in dematerialized 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 complianceofficer@perfectpac.com or admin@skylinerta.com. If you are an Individual shareholders holding securities in dematerialized mode, you are requested to refer to the login method explained at step 1 (I) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in dematerialised 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.
- 21. 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 AGM is same as the instructions mentioned above for remote e-voting.
 2. Only those Members, who will be present at the AGM through VC/ OAVM facility and have not cast 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 during the AGM.
 3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

22. Instructions for Members for attending the AGM through VC / OAVM are as under:-

1. Member will be provided with a facility to attend the 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. The Members will be allowed to join the AGM through VC/ OAVM facility, thirty (30) minutes before the scheduled time of commencement of the AGM and shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/ OAVM will be made available to atleast 1,000 members on first come- first-served basis. The 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.
3. Members are encouraged to join the Meeting through Laptops for better experience
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
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. 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 complianceofficer@perfectpac.com. The same will be replied by the company suitably.
7. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at complianceofficer@perfectpac.com from Wednesday, September 07, 2022 (9:00 AM IST) to Friday, September 09, 2022 (5:00 PM IST). A Member who has registered as a speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
8. For ease of conduct, the Company is pleased to provide two way video conferencing facility to the Members who would like to express their views/ ask questions at the AGM. The Members may register themselves atleast seven (7) days in advance as a speaker by sending their request along with questions from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at complianceofficer@perfectpac.com. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions at the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have

queries regarding financial statements or other matters may send their queries seven (7) days before the AGM mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at complianceofficer@perfectpac.com. These queries will be replied by the Company suitably by email.

9. Members who need assistance before or during the AGM, can contact Skyline Financial Services Private Limited on admin@skylinerta.com or contact@skylinerta.com or contact Ms. Rati, Phone No. 011-26812682, 40450193 to 97.

23. 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, the RTA by email to admin@skylinerta.com with a copy marked to evoting@nsdl.co.in.
- 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.: 1800-1020-990/1800-224-430 or send a request at evoting@nsdl.co.in.
- 4 In case of any queries or grievances relating to e-Voting, you may contact Ms. Sarita Motte, Authorised Person, NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India through e-mail at evoting@nsdl.co.in or on Toll Free No.: 1800-222-990 OR Ms. Rati, Authorised Person, Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020., India through email at admin@skylinerta.com. or on Telephone No.: 011-40450193-97.

24. Other Instructions:

1. The Board of Directors has appointed Mr. Ravi Sharma (FCS No. 4468, C.P. No.: 3666), and/or Ms. Suman Pandey (FCS No. 7606, C.P. No.: 8404) Partners of M/s. RSM & Co., Company Secretaries, has been appointed as 'Scrutinizer' to scrutinize the process of e-voting during the AGM and remote e-voting held before the AGM in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during the AGM and shall make, not later than 3 days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total e-votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the Scrutinizer's Report and declare the result of the voting forthwith.

3. The results of voting will be declared within 2 working days from the conclusion of the AGM i.e. on or before September 18, 2022 and the result declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after declaration of result by the Chairman or a person authorised by him and the result shall also be communicated to the Stock Exchange.
4. The recorded transcript of the AGM shall be placed on the Company's website www.perfectpac.com in the Investors Section, as soon as possible after conclusion of AGM.
5. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the AGM scheduled to be held on Thursday, September 15, 2022.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[In pursuance of Secretarial Standard on General Meetings (SS-2) & Regulation 36(3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Item No. 2	Item No. 5 & 6	Item No. 7
Name of the Director	Shri Rajendra Kumar Rajgarhia	Shri Raj Gopal Sharma	Shri Manish Garg
Director Identification Number (DIN)	00141766	09666890	01324631
Date of Birth	August 14, 1938	June 22, 1976	July 16, 1970
Age	83 Years	46 Years	52 Years
Nationality	Indian	Indian	Indian
Date of first Appointment on Board	April 01, 1973	July 12, 2022	July 12, 2022
Qualification	B. Com	B. Com	B.Com and FCA
Brief resume including experience, expertise in specific functional areas	<p>He is having experience of 61 years in Investment activities, financing activities, Strategic Planning in capital budgeting and overall decision.</p> <p>He is being appointed as a Director on the Board of the Company since 1973. During the term of his office, the Company has made a steady growth and strengthened its financial position as evidenced in the financial results.</p> <p>He is having over 3 decades of invaluable experience in the line of the business of the Company which is compatible with the Organizational requirements and the Company would definitely benefit under his leadership and valuable guidance.</p>	<p>He is having more than 20 years of work experience in the field of Packaging (Corrugated Board & Boxes) for FMCG & Industrial Product including Product & Customer development.</p> <p>He has rich experience in formulating optimum cost for Packaging requirement. He has also worked for Automobile Industries, Food industries, Cosmetics, Pharmaceuticals, Electrical, and Electronics, & Vegetables Industries.</p>	<p>He is a fellow member of the Institute of Chartered Accountant of India. He is having more than 25 years of experience. He has rich experience in the field of Direct Taxes and handled various tax matters. He conducted Audit of many Public Sector Undertakings.</p>

Terms & Conditions for appointment/ re-appointment	On-reappointment he is liable to be retire by rotation.	He is appointed as Whole Time Director and Key Managerial Personnel on the Board of the Company for a period of 3 consecutive years from July 12, 2022 to July 11, 2025 subject to the approval of members at this Annual General Meeting and shall be liable to retire by rotation.	He is appointed as Independent Director on the Board of the Company for a period of 5 consecutive years from July 12, 2022 to July 11, 2027 subject to the approval of members at this Annual General Meeting and shall not be liable to retire by rotation.
Details of Remuneration /Remuneration last drawn	He is eligible to receive sitting fee for attending the Board/ Committee Meetings.	As detailed in the respective resolution and explanatory statement.	He is eligible to receive sitting fee for attending the Board/ Committee Meetings.
Shareholding in Perfectpac Limited (No. & %)	Nil	Nil	Nil
List of Directorships held in other Companies	- APM Industries Limited -Rajgarhia Leasing and Financial Services Pvt. Ltd.	Nil	- Sumarg Education Resources Private Limited -Kolkatta Hotels Limited -Manu Maharani Hotels Limited
Members / Chairman of Committees in Perfectpac Limited	- Member of Nomination and Remuneration Committee	Nil	- Chairman of Audit Committee
Members / Chairman of Committees in other Public Companies	- Member of Nomination and Remuneration Committee of APM Industries Limited - Chairperson in Corporate Social Responsibility Committee of APM Industries Limited	Nil	Nil

Listed Companies from which Director has resigned in the past three years	None	None	APM Finvest Limited
Relationship with other Directors and KMP	Shri R. K. Rajgarhia being father of Shri Sanjay Rajgarhia, Managing Director, is related to him. He is not related to any other Director and KMP of the Company	None	None
Number of Meetings of the Board attended during the year	Attended 5 out of 6	N.A.	N.A.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, however, the same is strictly not required as per Section 102 of the Companies Act, 2013.

The Members at the Forty Fifth (45th) Annual General Meeting of the Company held on September 18, 2017, had approved the appointment of M/s VSSA & Associates, Chartered Accountants (Firm Registration No. 012421N), as Statutory Auditors of the Company, to hold office till the conclusion of the Fiftieth (50th) Annual General Meeting i.e. completes its first term of 5 (five) consecutive years at the conclusion of this Annual General Meeting.

After considering the evaluation of the past performance, experience and expertise of M/s VSSA & Associates and on the recommendation of Audit Committee, the Board of Directors ('the Board') at its meeting held on May 30, 2022 has recommended the re-appointment of M/s VSSA & Associates, Chartered Accountants (Firm Registration No. 012421N), as Statutory Auditors of the Company to hold office for period of second term of 5 (Five) consecutive years from the conclusion of this 50th Annual General Meeting till the conclusion of the 55th Annual General Meeting of the Company, to be held in year 2027. The Board also recommended the remuneration paid to M/s VSSA & Associates.

M/s VSSA & Associates has more than 29 years of experience in the field of Statutory Audit, Internal Audit, Advisory, Accounting Compliance & Reporting, Tax Compliance, Tax Audit and other allied services. The Firm serves large listed and unlisted companies engaged in the field of manufacturing, services, financing etc. The firm has 2 (two) partners and has a valid Peer Review certificate.

The proposed Statutory Auditors have consented to the aforesaid re-appointment and confirmed that their re-appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be re-appointed as Statutory Auditors of the Company and certified that satisfies the criteria provided under section 141 of the Act and rules made thereunder.

Proposed fees payable to the Statutory Auditor is Rs. 3,90,000 (including Tax Audit and Limited Review Certification) of Audit in connection with the audit of the accounts of the Company for the financial year 2022-23 with the power to the Board of Directors to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration for remaining tenure of 4 (Four) years, in such manner and to such extent as may be mutually agreed with the Auditors.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 3 of the Notice of the AGM for approval of the members

Items to Special Business

Item No. 4

Shri Sanjay Rajgarhia was re-appointed as Managing Director on the Board of the Company for a period of 5 years from July 01, 2019 to June 30, 2024 and remuneration was approved for a period of 3 years from July 01, 2019 to June 30, 2022 by members of the Company at its 47th Annual General Meeting held on September 26, 2019. His last drawn Basic Salary was Rs. 5,00,000/- per month plus perquisites.

The Board approved remuneration payable to Shri Sanjay Rajgarhia, Managing Director of the Company for another period of two years i.e. from July 01, 2022 to June 30, 2024 on such terms and conditions of remuneration as recommended by the Nomination and Remuneration Committee.

Basic Salary:- Rs. 5,00,000/- per month w.e.f. July 01, 2022 with such increase as may be decided by the Board of Directors from time to time, but subject to maximum salary of Rs. 6,00,000 (Rupees Six Lakhs) per month.

- (i) **Perquisites and Allowances:** In addition, following perquisites and allowances shall be payable:
Rent free furnished residential accommodation with free electricity the monetary value of which will be evaluated as per Rules 3 of the Income Tax Rules, 1962.

Or

In case own premises are occupied, then house rent allowance payable as per rules of the Company but not exceeding 60% of Basic Salary per month. The expenses on electricity will be borne by the Company.

- (ii) **Medical Benefits:** The total cost of medical expenses / allowance to the Company shall not exceed one month Basic salary per year.
- (iii) **Leave Travel Allowance/ Concession:** For self and family once in a year shall not exceed one month Basic Salary month per year.
- (iv) **Reimbursement of membership fees in respect of Clubs** will be subject to maximum of two Clubs.
- (v) **Personal Accident / Mediciam Insurance Premium** subject to limit of Rs. 25,000/- per annum.
- (vi) **The Company's contribution towards Provident Fund** as per rules of the Company.
- (vii) **Gratuity** as per rules of the Company.
- (viii) **Free use of the Company's car with driver** for official as well as for personal purposes.
- (ix) **Telephone at residence, Internet, gas bill, gardner expenses** at Company's cost.

4. Other Terms & Conditions:

- (i) No sitting fees will be paid to Shri Sanjay Rajgarhia for attending the meetings of Board of Directors or Committees thereof.
- (ii) Shri Sanjay Rajgarhia shall not liable to retire by rotation.
- (iii) Shri Sanjay Rajgarhia will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- (iv) Shri Sanjay Rajgarhia can resign from the services of the Company at any time by giving three months notice. Similarly, his services can be terminated at any time by giving three months' notice.
- (v) If at any time Shri Sanjay Rajgarhia ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director of the Company.
- (vi) Shri Sanjay Rajgarhia shall be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.
- (vii) In the event of absence or inadequacy of profits in any financial year, Shri Sanjay Rajgarhia will be paid salary and perquisites subject to the limits / conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013.

The salary including allowances, perquisites and other benefits payable to him will be governed by the Company's policies & regulations, applicable from time to time.

The aggregate of the above salary, allowances, perquisite and other benefits as per Company policy shall not exceed Rs. 1.32 Crores per annum. For this purpose, the following shall not be included in the aggregate:

- a. Contribution to Provident Fund
- b. Contribution to Gratuity Fund

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice of AGM for approval of the members

Except Shri Sanjay Rajgarhia and Shri Rajendra Kumar Rajgarhia, none of the Directors and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this proposed resolution.

Item No. 5 & 6

In terms of the Nomination and Remuneration Policy of the Company (hereinafter referred as 'the Policy') and pursuant to the recommendation of the Nomination and Remuneration Committee (hereinafter referred as 'the NRC Committee'), the Board of Directors has appointed Shri Raj Gopal Sharma as an Additional Director of the Company, effective from July 12, 2022.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Raj Gopal Sharma holds office upto the date of ensuing AGM and is eligible for appointment as Director of the Company.

Further, in terms of the Policy and pursuant to the recommendation of the NRC Committee, the Board has, also, approved the appointment of Shri Raj Gopal Sharma as Whole time Director of the Company effective from July 12, 2022 to July 11, 2025 for a period of 3 (three) years. This is subject to applicable provisions of the Act, the Rules made thereunder and approval of the members.

Broad particulars of the terms of appointment and remuneration payable to Shri Raj Gopal Sharma is as under:

1. Basic Salary: Rs. 1,60,000/- (Rupees One Lakh Sixty Thousand) per month with such increase as may be decided by the Board of Directors from time to time, but subject to maximum basic salary of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand) per month.

2. Perquisites and Allowances: In addition, following perquisites and allowances shall be payable:

- (i) Housing: House Rent Allowance payable as per rules of the Company but not exceeding 50% of Basic Salary per month.
- (ii) Reimbursement of Car related expenses: Driver's salary including fuel.
- (iii) Leave and leave encashment as per rules of the Company.
- (iv) Contribution to Provident Fund and Gratuity: Provident Fund and Gratuity as per rules of the Company
- (v) Leave Travel Allowance/ Concession: For self and family once in a year shall not exceed one month basic salary per year.
- (vi) others:- Helper allowance up to Rs. 15,000 per month.

3. Other Terms & Conditions:

- (i) No sitting fees will be paid to Shri Raj Gopal Sharma for attending the meetings of Board of Directors or Committees thereof.
- (ii) Shri Raj Gopal Sharma shall be liable to retire by rotation.
- (iii) Shri Raj Gopal Sharma will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- (iv) Shri Raj Gopal Sharma can resign from the services of the Company at any time by giving two months' notice. Similarly, his services can be terminated at any time by giving two months' notice.
- (v) If at any time Shri Raj Gopal Sharma ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Whole time Director of the Company.
- (vi) In the event of absence or inadequacy of profits in any financial year, Shri Raj Gopal Sharma will be paid salary and perquisites subject to the limits / conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013.

The salary including allowances, perquisites and other benefits payable to him will be governed by Company's policies and rules applicable from time to time.

The aggregate of the above salary, allowances, perquisites and other benefits as per rules of the Company shall not exceed Rs. 50 Lakhs per annum. For this purpose, the following shall not be included in the aggregate:

- a. Contribution to Provident Fund
- b. Contribution to Gratuity
- c. Encashment of the leaves at the end of tenure.

Shri Raj Gopal Sharma, satisfies all the conditions as set out in Section 196, 197, 198, 203 read with Schedule V referred of the Companies Act, 2013 for being eligible to be appointed as a whole time director. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 & 6 of the Notice of AGM for approval of the members.

None of the Directors or Key Managerial Personnel or their relatives except Shri Raj Gopal Sharma, the proposed appointee, is concerned or interested, financially or otherwise, in this proposed Resolution.

Item No. 7

In terms of the Nomination and Remuneration Policy of the Company and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors has appointed, subject to the approval of the members at the AGM, Shri Manish Garg (DIN: 01324631) as Non-Executive Independent Director of the Company for a period of 5 (Five) years with effect from July 12, 2022. Shri Manish Garg has given his consent to act as Director. He has also given declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he meets the criteria of Independence as specified under Section 149 of the Act and the Listing Regulations.

In the opinion of the Board, Shri Manish Garg possess appropriate skills, experience & knowledge which would enable the Board to discharge its functions and duties effectively, and fulfils the conditions for appointment as an Independent Director as specified in the Act read with rules made thereunder and the Listing Regulations and that he is independent of the management. The disclosures including brief resume and other details prescribed under Regulation 26(4) and 36(3) of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided above of the Notice.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members at the Registered Office as well as at Registered Office of the Company on all working days during normal business hours upto the date of AGM. The terms and conditions of their appointment, being Independent Directors, posted on the Company's website www.perfectpac.com.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice of AGM for approval of the members.

None of the Directors or Key Managerial Personnel or their relatives except Shri Manish Garg, the proposed appointee, is concerned or interested, financially or otherwise, in this proposed Resolution.

Item No. 8

Equity Shares of the Company are listed and traded on BSE Limited. In order to improve the liquidity of the Company's Share and to make it more affordable for small investors and retail investors as also to broaden the small investors base, the Board of Directors of the Company, at its Meeting held on August 10, 2022 has recommended to sub-divide/split the face value of each Equity Share having value of Rs. 10/- (Rupees Ten Only) each into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each fully paid up, subject to approval of the Members. The Articles of Association of the Company permits sub-division of Shares subject to approval of Members.

Upon approval of the Shareholders for sub-division of Equity Shares, in case the Equity Shares are held in physical form, the old Share Certificate(s) of the face value of Rs.10/- each will stand automatically cancelled on the record date and new certificate(s) of the face value of Rs. 2/- each fully paid up, will be dispatched to the Shareholders without necessity of surrendering the old Share Certificate(s) of the face value of Rs. 10/- each. In case the Equity Shares are held in dematerialized form, the sub-divided Equity Shares will be directly credited to the Shareholder's Demat account on the record date in lieu of their existing Equity Shares.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective Shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 8 of the accompanying Notice as an Ordinary Resolution

Item No. 9

The proposed Sub-division of the 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each into 5 (Five) Equity Shares of the Face Value of Rs. 2/- (Rupees Two Only) each fully paid up requires amendment in the Capital Clause of the Memorandum of Association and Article of Association of the Company.

Accordingly, Clause V of the Memorandum of Association and Article 4 (1) of the Articles of Association of the Company are proposed to be amended as set out in Agenda Item No. 9 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company, consequent to the proposed sub-division of Equity Shares from Rs. 3.25 Crores (Rupees Three Crores Twenty Five Lakhs Only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 1,25,000 (One Lakh Twenty Five Thousand) 8% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each to Rs. 3.25 Crores (Rupees Three Crore Twenty Five Lakhs Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 2/- (Rupees Two Only) each and 1,25,000 (One Lakh Twenty Five Thousand) 8% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred Only) each.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective Shareholding, if any, in the Company. Accordingly, the Board recommends passing of the Resolution set out in Item No. 9 of the accompanying Notice as a Special Resolution.

STATEMENT OF PARTICULARS
(PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013)
Remuneration of Managing Director and Whole time Director

I. GENERAL INFORMATION

S. No.	Particulars/Subject	Information (Shri Sanjay Rajgarhia, Managing Director and Shri Raj Gopal Sharma, Whole time Director)
1.	Nature of Industry	Packaging Industry
2.	Date or Expected date of commencement of commercial production.	Business commenced In the year 1972
3.	In case of new Companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospects.	Not applicable

		(Rs. In Lakhs)	
4.	Financial performance based on given indicators	Particulars	2021-22 (As per Audited Financial Statements)
		Total Revenue	: 8872.91
		Total Expenses	: 8713.96
		Profit before Tax	: 158.95
		Profit after Tax	: 103.01
5.	Foreign Investments or collaborations, if any.	The Company has not made any foreign investments and neither entered into any foreign collaborations, except the shareholding by Non-Resident Indians in the Company.	

II. INFORMATION ABOUT THE APPOINTEE

S. No.	Information	Shri Sanjay Rajgarhia	Shri Raj Gopal Sharma
1.	Background details	<p>Shri Sanjay Rajgarhia, aged 59 years, he is commerce graduated and had more than 34 years of rich industrial and managerial experience. He has been associated with the Company for the last 33 years in different capacities and has been the Managing Director for the last 28 years. He is one of the promoter, industrialist and Managing Director and main contributor to the growth and development of the Company.</p> <p>Shri Sanjay Rajgarhia, who was well versed in understanding Paper and packaging markets, was also equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality and his services were indispensable. He had been actively involved in business strategy, business development and development functions in the Company.</p>	<p>Shri Raj Gopal Sharma aged 46 years holds Bachelors' Degree in Commerce.</p> <p>He is having more than 20 years of work experience in the field of Packaging (Corrugated Board & Boxes) for FMCG & Industrial Product including Product & Customer Development.</p> <p>He has rich experience in formulating optimum cost for Packaging requirement which helps in increasing the performance of the Company.</p>
2.	Past Remunerations	Shri Sanjay Rajgarhia was paid Rs. 113.53 Lakhs as annual remuneration for the financial year 2021-22.	Shri Raj Gopal Sharma was paid Rs 22.79 Lakhs as annual remuneration for the financial year 2021-22, in the capacity of Vice-president.

3.	Recognition or awards	None	
4.	Job Profile and his suitability	<p>Shri Sanjay Rajgarhia is the Managing Director of the Company and is looking after the overall activities of the Company and management and the Company has been seeing steady growth during his tenure.</p> <p>Despite of the difficult economic situation in the country during COVID-19, the Company has seen growth due to his untiring and continuous efforts.</p>	<p>Shri Raj Gopal Sharma has a rich experience and deep knowledge with respect to the Marketing, production and Accounts and has contributed to the growth of the Company as Vice President by his incisive and broad based knowledge of Industrial Product including Product & Customer Development.</p>
5.	Remunerations proposed	Details of proposed remuneration as stated in Explanatory statement.	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position & person	The proposed remuneration is the minimum remuneration as per Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size and profitability. However, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.	
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	<p>There is no pecuniary relationship of Shri Sanjay Rajgarhia with the Company or Managerial Personnel except as detailed in the Note No. 37 of Notes to Accounts.</p>	<p>Besides the remuneration proposed, Shri Raj Gopal Sharma does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel of the Company.</p>

III. OTHER INFORMATION

S. No.	Information	
1.	Reasons for loss or inadequate profits	The Company has been earning profits, but the profits are in-adequate as per Section 197 of the Companies Act, 2013, to cover up the remuneration / perquisites payable to the Managing Director and Whole Time Director of the Company. There is no specific reason for inadequate profits. Their Remuneration has been fixed under Schedule V is as minimum remuneration and within the limit specify therein.
2.	Steps taken or proposed improvement	The Company is taking continuous steps for improvement
3.	Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company desires to increase the revenue and profits by improved margins in current financial year.

IV. DISCLOSURES

Necessary disclosures have been made with regard to remuneration details of the managerial personnel under the head Corporate Governance in the Annual Report.

Registered Office:

910, Chiranjiv Tower-43,
Nehru Place, New Delhi-110019
CIN: L72100DL1972PLC005971
Tel: 011-26441015-18
Email: complianceofficer@perfectpac.com
Website: www.perfectpac.com

By **Order of the Board**

Sanjay Rajgarhia
Managing Director
DIN: 00154167

Place: New Delhi
Dated: August 10, 2022