



Books for Success...

SUNDARAM MULTI PAP LIMITED

CIN: L21098MH1995PLC086337

RO: 5/6 Papa Industrial Estate, Suren Road, Andheri (East), Mumbai - 400 093

Tel: 022 67602200 Fax: (91-22) 67602244

E-mail ID: info@sundaramgroups.in Website: www.sundaramgroups.in

NOTICE is hereby given that **EXTRA-ORDINARY GENERAL MEETING (EOGM)** of the Members of **SUNDARAM MULTI PAP LIMITED** is scheduled to be held on Monday, July 22, 2019 at 10.30 a.m. at Chatwani Baug Hall, 1st Floor, 7, Gokhle Road, Near Vile Parle Station, Vile Parle East, Mumbai: 400057 to transact the following businesses:

SPECIAL BUSINESS:

1. INCREASE IN BORROWING LIMITS OF BOARD OF DIRECTORS FROM ₹ 500 CRORES TO ₹ 700 CRORES OR THE AGGREGATE OF THE PAID UP CAPITAL AND FREE RESERVES OF THE COMPANY, WHICHEVER IS HIGHER.

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

“RESOLVED THAT in supersession of the Special Resolution passed through Postal Ballot as on 11-09-2014 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and pursuant to the applicable provisions, if any, of the SEBI (LODR) Regulations, 2015 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee Board Constituted or to be constituted for the purpose) for borrowing money (including non-fund based facilities), whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured, from time to time at their discretion on such terms and conditions as they may deem fit and appropriate, for the purpose of business of the Company from any one or more Banks, Alternate Investment Funds/NBFCs/Credit Funds/Body Corporates/Mutual Funds/Security Trustees, FIIs/FPIs, QIBs, Foreign Banks, Overseas Institutions or any other Lending or Financial Institutions and other persons, firms notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of ₹700 Crores (Rupees Seven Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and it is hereby empowered

and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, create security or otherwise as it may, in its absolute discretion think fit and authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and to execute all documents/deeds/papers/writings/agreements as may be necessary, proper, desirable or expedient.”

2. AUTHORITY TO THE BOARD OF DIRECTORS OR A COMMITTEE THEREOF TO SELL, LEASE, MORTGAGE OR OTHERWISE DISPOSE-OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING(S), THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY BOTH PRESENT AND FUTURE.

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

“RESOLVED THAT in supersession of the resolution passed by shareholders of the Company through Postal Ballot as on 11-09-2014, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the applicable provisions, if any, of the SEBI (LODR) Regulations, 2015, as amended from time to time, the consent of the Company be and it is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include a Committee of the Board of Directors constituted for the purpose) to sell, lease, mortgage and/or create charge and/or hypothecate and/or lease the whole or substantially the whole of the undertaking(s) of the Company in addition to the mortgage(s)/ charge(s) created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the immovable property of the Company and the whole or any part of the undertaking or undertakings of the Company together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Banks, Alternate Investment Funds/NBFCs/Credit Funds/Body Corporates/Mutual Funds/Security Trustees or any other Lending or Financial Institutions, FIIs/FPIs, QIBs, Foreign Banks, Overseas Institutions and other persons, firms, development/ investment financial institutions /Debenture Trustees to secure any loans, guarantee, financial assistance, working capital

arrangement etc. already availed/to be availed by the Company together with interest thereon at the agreed rate, compound interest, additional interest, liquidated damages, premium on prepayment, costs, charges, expenses and other monies payable by the Company to the said lenders and/or any issue of non-convertible debentures, bonds, foreign currency loans and/or compulsorily or optionally, fully or partly convertible debentures linked to equity shares, within the overall ceiling prescribed by the Members of the Company, from time to time, in terms of Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose developing the surplus land that the company possesses, the Board and/or its duly constituted Committee be and is hereby authorized to transact with developers/re-developers, private equity funds, venture capital funds, real-estate funds, domestic institutions including banking and non-banking finance companies, real estate joint venture partners, and any other persons interested (including government authority) in a joint venture, or financing, or equity funding be transacted for affordable housing projects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and is hereby authorized to finalise and execute all such deeds, documents and writings, as may be necessary for creating or modifying the aforesaid mortgages and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution.”

3. CONVERSION OF LOANS INTO EQUITY SHARES OF THE COMPANY.

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

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions of the Companies Act, 2013, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the **“Board”**, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Lenders under the financing documents

executed or to be executed in respect of the financial assistances which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) with various Banks, Alternate Investment Funds/NBFCs/ Credit Funds/Body Corporates/Mutual Funds/Security Trustees or any other Lending or Financial Institutions, FIIs/FPIs, QIBs, Foreign Banks, Overseas Institutions other persons including Directors or Promoters, firms, development/investment financial institutions / Debenture Trustees (hereinafter collectively referred to as the **“Lenders”**), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the **“Financial Assistances”**), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the **“Notice of Conversion”**) and in accordance with the following conditions:

1. The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
2. On receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
3. The part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank *pari passu* with the existing equity shares of the Company in all respects.
4. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other

person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders.

5. The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

4. TO APPOINT M/S. R I JAIN & COMPANY, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY TO FILL UP CASUAL VACANCY, CAUSED DUE TO RESIGNATION OF M/S JMR & ASSOCIATES LLP.

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. R. I. JAIN & CO, Chartered Accountants, (Firm Registration No. 103956W) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. JMR & Associates LLP, Chartered Accountants (Firm Registration Number: 106921W/W100300).

RESOLVED FURTHER THAT M/s. R. I. JAIN & CO, Chartered Accountants, shall hold the office of the Statutory Auditors of the Company until the conclusion of the upcoming Annual General Meeting on such remuneration (including fees for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be determined by the Board in consultation with the Audit Committee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved and confirmed in all respects.”

**By Order of the Board of Directors
For Sundaram Multi Pap Limited**

Sd/-
Amrut P. Shah
Chairman & Managing Director
DIN: 00033120

Place: Mumbai
Date: June 26, 2019

Registered Office:
5/6, Papa Industrial Estate,
Suren Road, Andheri (E),
Mumbai - 400 093, Maharashtra, India
CIN: L21098MH1995PLC086337;
E-mail: info@sundaramgroups.in

Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/

HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy form is attached hereto.

3. Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than FORTYEIGHT (48) HOURS before the commencement of the meeting. A proxy form for the EOGM is enclosed.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the company.
6. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate attendance slip will not be made available at the Meeting venue.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of this Extra-Ordinary General Meeting ("EOGM") and also at the EOGM.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Company or Registrar and Transfer Agents (RTA).
9. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, Sharex Dynamics (India) Private Limited, C 101, 247 Park, L BS Marg, Vikhroli West, Mumbai: 400083.
10. With a view to using the natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically.
11. Email copy of the Notice of EOGM is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EOGM are being sent through the permitted mode. Members are requested to support Green initiative by registering/ updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with M/s Sharex Dynamic (India) Private Limited (in case of Shares held in physical form).
12. Members may also note that the Notice of EOGM will be available on the Company's website at www.sundaramgroups.in. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days, except Saturday. Members who require communication in physical form in addition to e-communication or have any queries, may write to us at info@sundaramgroups.in.
13. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA / Investor Services Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
14. The Securities and Exchange Board of India (SEBI) has decided that securities of Listed Companies can be transferred only in dematerialized form from April 01, 2019. In view of the above and to avail various benefits of the dematerialization, members are advised to dematerialize shares held by them in physical form.
15. In case of joint holder attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
16. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.

17. Information and other instructions relating to e-voting are as under:

- a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- b) The Chairman shall at the venue of EOGM, at the end of discussion on the resolution on which voting is to be held, allow voting through ballot form / polling paper. The members who are attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through ballot form / polling paper.
- c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again
- d) The Company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility.
- e) The Board of Directors of the Company has appointed Ms. Amisha V. Shah, proprietor of M/s. A. V. Shah & Associates, Practicing Company Secretary, Mumbai as the Scrutinizer to act as Scrutinizer to scrutinize entire voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for same purpose.
- f) The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on website of CDSL e-Voting www.evotingindia.com within 48 hours of the passing of the Resolutions at the EOGM of the Company and will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- g) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 15, 2019.
- h) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. July 15, 2019 only shall be entitled to avail the facility of remote e-voting / Poll.

The instructions for shareholders voting electronically are as under:

- (i) The E-voting period begins on Thursday, July 18, 2019 at 11.00 a.m. and ends on Sunday, July 21, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form,

as on the cut-off date (record date) of July 15, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required

to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant SUNDARAM MULTI PAP LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on

approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

**By Order of the Board of Directors
For Sundaram Multi Pap Limited**

Sd/-
Amrut P. Shah
Chairman & Managing Director
DIN: 00033120

Place: Mumbai

Date: June 26, 2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO. 1 & 2:

The Board of Directors of the Company shall not, except with the consent of the Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from Company's Banker in the ordinary course of business), exceeding the aggregate of paid up share capital and its free reserves as per the provisions of Section 180 (1)(c) of the Companies Act, 2013 ("the Act") and its Rules thereunder.

The Members by way of Special Resolution passed through Postal Ballot as on 11-09-2014 had, inter alia, authorized the Board to borrow up to ₹ 500 Crores (Rupees Five Hundred Crores Only).

The Borrowings of the Company are in general required to be secured by suitable mortgage/ hypothecate/pledge or charge on all or any of the moveable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, as per the terms of the credit facility so sanctioned by the lender(s).

The Members by way of Special Resolution passed through Postal Ballot as on 11-09-2014 had, inter alia, authorized Board to secure its borrowing(s) by mortgage/charge/ hypothecate/pledge on any of the moveable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

In order to increase the borrowing limit and meet the requirements of the future lenders and broad base the categories of Lenders, Special Resolution passed through Postal Ballot as on 11-09-2014 is required to be modified/ altered. Therefore, approval of Members is sought by way of passing Special Resolution for increasing the borrowing limit to ₹ 700 Crore (Rupees Seven Hundred Crore Only) over and above the aggregate of the paid up share capital

and free reserves of the Company and for creation of Charge/ Mortgage/Hypothecation/Pledge on the assets of the Company for securing the amount not exceeding the borrowing limit of the Company as prescribed by the Members of the Company, from time to time, in terms of Section 180(1)(c) of the Companies Act, 2013.

The proposed borrowings of the Company may, if necessary, be secured by way of Charge/Mortgage/ Hypothecation/ Pledge on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 1&2 above. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to Sale/Lease/Dispose off/Transfer/take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations/Pledge for an amount not exceeding ₹ 700 Crore (Rupees Seven Hundred Crore Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board of Directors accordingly recommended the special resolution set out at Item No. 1 & 2 of the accompanying notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their Relatives are, in any way, concerned or interested, financial or otherwise, in the resolutions set out at the Item No. 1 & 2 above.

ITEM NO. 3:

In terms of the provisions of Section 180(1)(c), consent of the Shareholders is sought in the resolutions above to authorize to the Board of Directors of the Company to borrow money/ moneys up to an amount of ₹ 700 Crore (Rupees Seven Hundred Crore Only) by passing a Special Resolution.

In line with the regulatory changes in the recent past, and in line with various directives issued/to be issued by Reserve Bank of India/Lenders, from time to time, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there-under to enable the Banks, Alternate Investment Funds/NBFCs/Credit Funds/Body Corporates/ Mutual Funds/Security Trustees or any other Lending or Financial Institutions, FIIs/FPIs, QIBs, Foreign Banks, Overseas Institutions other persons including Directors or Promoters, firms, development/investment financial institutions /Debenture Trustees (hereinafter collectively referred to as the "Lenders") to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistances"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations (SEBI Regulations) at the time of such conversion. Since decisions for raising the Financial Assistances or agreeing to terms and conditions for raising

the Financial Assistances (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence board recommends this resolution for the approval of the Members.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested in this resolution, except to their respective loan/ shareholdings in the Company, if any.

ITEM NO. 4:

M/s. JMR & Associates LLP, Chartered Accountants (Firm Registration Number: 106921W/W100300) resigned as Statutory Auditors of the Company with effect from June 26, 2019. Consequently company had approached M/s. R. I. JAIN & CO, Chartered Accountants, (Firm Registration No. 103956W) to act as Statutory Auditors of the Company to fill up casual vacancy caused due to resignation of existing Statutory Auditors.

M/s. R. I. JAIN & CO, Chartered Accountants, (Firm Registration No. 103956W), being eligible under Section 139(1) and other applicable provisions of the Companies Act, 2013, have consented to act as Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors, based on the recommendations of Audit Committee, has vide its resolution dated June 26, 2019, recommended appointment of M/s. R. I. JAIN & CO, Chartered Accountants, (Firm Registration No. 103956W) to act as Statutory Auditors of the Company to fill up casual vacancy caused due to resignation of existing Statutory Auditors.

The members are requested to consider and approve resolution set out in Item No.4 of the Notice as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested in this resolution.

**By Order of the Board of Directors
For Sundaram Multi Pap Limited**

Sd/-
Amrut P. Shah
Chairman & Managing Director
DIN: 00033120

Place: Mumbai
Date: June 26, 2019

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Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L21098MH1995PLC086337
Name of the company:	SUNDARAM MULTI PAP LIMITED
Registered office:	5/6, Papa Industrial Estate, Suren Road, Andheri (E), Mumbai: 400093, Maharashtra, INDIA W: www.sundaramgroups.in E: info@sundaramgroups.in, Tel: 022 6760 2200 Fax: 022 6760 2244

Name of the member(s):

Registered address:

Email Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) holding shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EOGM of the company, to be held at Chatwani Baug, 1st Floor, 7, Gokhale Road, Near Vile Parle Station, Vile Parle (East), Mumbai: 400057 at 10.30 a.m. on Monday, July 22, 2019 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Type of Resolution	Optional	
			For	Against
1	To consider & approve increase in the borrowing limits of Board of Directors.	Special Resolution		
2	To give authority to Board of Directors sell, lease, mortgage or otherwise dispose-off the whole or substantially the whole of the undertaking(s), the movable and immovable properties of the company both present and future.	Special Resolution		
3	To consider & approve conversion of Loan into Equity.	Special Resolution		
4	To appoint Statutory Auditors of the Company.	Ordinary Resolution		

Signed this.....day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Re.1/-
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. It is optional to put a "X" in the appropriate column against the Resolution indicated in the box. If you leave the 'For' or 'Against' column blank any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. Please complete all details of Member(s) in the above box before submission.

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to Extra-Ordinary General Meeting Venue:



