



MAX SPECIALITY FILMS LIMITED

(CIN: U24100PB2012PLC036981)

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

Tel.No. : 01881-462000, 462001 Fax: 01881- 273607

Website: www.maxspecialityfilms.com | email cs@msfl.in

NOTICE

Notice is hereby given that Eighth (8th) Annual General Meeting of the members of **Max Speciality Films Limited** ('the Company') to be held on Tuesday, September 22, 2020 at 0900 hours (IST), through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Takao Ikeda (DIN: 07969752), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. **To appoint Mr. Sachio Otsuka (DIN: 08596107) as Director.**

To consider & if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sachio Otsuka (DIN: 08596107), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force) and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any officer be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2021.**

To consider & if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. Balwinder & Associates, Cost Accountants (Firm Registration Number 000201), appointed as the Cost Auditors by the Board of Directors of the Company, be paid to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company or any officer be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For Max Speciality Films Limited**

**Date : July 27, 2020
Place : Nawan Shehar**

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

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

NOTES:

- 1) A statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') relating to the Special Business item No. 3 and 4 to be transacted at the Annual General Meeting ('AGM') is annexed hereto and forms part of this Notice. The Board of Directors have considered and decided to include Item Nos. 3 to 4 given above as Special Business items in the forthcoming AGM, as they are unavoidable in nature.
- 2) In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- 3) The link/ details for VC/ OAVM will be sent to the registered email ids of the Members alongwith the relevant password, if any. Facility for joining the meeting shall be open for at least 15 minutes before the time scheduled for the meeting and shall be closed 15 minutes after scheduled time.
- 4) As the AGM will be conducted through VC/ OAVM in terms of MCA Circular(s), the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 5) In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company/ Depository. The Notice of AGM is also posted on the website of the Company i.e www.maxspecialityfilms.com.
- 6) Members whose name appearing on the Register of Members / List of Beneficial Owners as on the Cut-off date, i.e. September 11, 2020 shall be eligible for voting.
- 7) Members are requested to notify to the Company/ depository of their email address and any change in the correspondence address.
- 8) In case of any queries, in connection with participating in the meeting and please contact the Company Secretary at cs@msfl.in or at 01881-462000.

- 9) A corporate shareholder intending to appoint its Authorized Representative in terms of Section 113 of the Companies Act, 2013 are requested to send the scanned copy (PDF/JPEG Format) of its Board Resolution / Letter of Authorization, authorizing its representative to attend the AGM through VC/ OAVM on its behalf.
- 10) All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, upon the request being sent on cs@msfl.in referred to in the Notice and other statutory records and registers shall remain open for inspection through electronic mode.
- 11) Members are requested to note that pursuant to Section 139 of the Companies Act, 2013 (the Act), M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E) were appointed as the Statutory Auditors of the Company by the members in their Annual General Meeting ("AGM") held on September 26, 2017 for a period of five years i.e. from the conclusion of 5th AGM till the conclusion of the 10th AGM of the Company to be held in the year 2022. In view of the notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, such appointment is not required to be ratified at every AGM.
- 12) The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 13) Members shall attend the meeting through link /log in credentials provided to connect through VC / OAVM. Physical attendance of the Members at the Meeting venue is not required.
- 14) Members / Authorized representatives attending the AGM through VC/ OAVM shall be eligible to cast their vote by show of hands.
- 15) During the meeting held through VC or OAVM facility, in case a poll is demanded in terms of Section 109 of the Companies Act, 2013, the members shall cast their vote (assent/ dissent) on such resolution through polling paper (annexed herewith) by sending the same electronically through email id registered with the Company to the designated email address i.e cs@msfl.in.
- 16) The Company has appointed M/s Sanjay Grover & Associates, Practicing Company Secretaries, New Delhi as Scrutinizer, in case of voting through Poll to ensure the scrutiny of the votes cast through poll in a fair and transparent manner. The result of the Poll will be declared basis the report of Scrutinizer, if any, during the meeting which may be adjourned for some time for the purpose of counting of votes.
- 17) Brief resume of the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors as per Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ('SS-2'), in respect of the proposed appointments is annexed as Annexure-1 to this notice.

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

Item No. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sachio Otsuka (DIN: 08596107) as an Additional Director w.e.f. October 24, 2019.

Pursuant to the provisions of Section 161 of the Act, Mr. Sachio Otsuka shall hold office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, liable to retire by rotation. The Company has received from him (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of Companies

(Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Act.

Keeping in view the vast experience and qualification of Mr. Sachio Otsuka, the Board considers that his appointment as a Director of the Company would be of immense benefit to the Company. Accordingly, your Directors recommended his appointment as a Director of the Company who shall be liable to retire by rotation.

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

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

Item No. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201) (Cost Auditors) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company at the AGM.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

None of the Promoter, Director or Key Managerial Personnel or their relative(s) is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

**By Order of the Board
For Max Speciality Films Limited**

**Date : July 27, 2020
Place : Nawan Shehar**

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

**Registered office:
419, Bhai Mohan Singh Nagar,
Village Railmajra, Tehsil Balachaur,
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ANNEXURE-1

INFORMATION OF DIRECTORS BEING APPOINTED / RE-APPOINTED AS REQUIRED UNDER SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, IN THE ORDER OF THE ITEMS MENTIONED IN THE NOTICE:

Names	Mr. Takao Ikeda			Mr. Sachio Otsuka		
Designation	Non Executive Director			Non Executive Director (Additional)		
Date of Birth/ Age	28.03.1961 / 59 Years			20.12.1974 / 45 Years		
Qualification	Graduate from Waseda University in Tokyo.			Graduate from University of Tokyo.		
Experience	<p>Mr. Takao Ikeda (DIN: 07969752), aged 59 years, is the Executive Officer Global Business Center Corporate Planning Division of Toppan Printing Co., Ltd. and has diverse experience of 36 years in the field of Sales, Marketing, Corporate Planning and Global Business.</p> <p>The brief profile of Mr. Takao Ikeda is as under:</p> <ul style="list-style-type: none"> • In 1984 He Joined Toppan Printing Co., Ltd. as Sales Department, Information & Publication Div. • In 2005 – As General Manager, Corporate Planning Div. • In 2011 – As General Manager, International Div. • In 2013 – As Senior General Manager, Toppan (Shanghai) Management Co., Ltd. • In 2015 – As Managing Director, Toppan Printing Co., Ltd. Singapore Branch • In 2016 – As Executive Officer, President Director of PT. Indonesia Toppan Printing • In 2017 - As Executive Officer, Head of Global Business Center, Corporate Planning Div. 			<p>Mr. Sachio Otsuka (DIN: 08596107), aged 45 years, is the Chief Representative of Toppan Printing Co., Ltd. India Branch Office and has diverse experience of around 20 years in the field of Public Relations, Sales, Marketing, Oversea New Business Development, Corporate Planning and Global Business.</p> <p>The brief profile of Mr. Sachio Otsuka is as under:</p> <ul style="list-style-type: none"> • In 2000 – He Joined Toppan Printing Co., Ltd. as Public Relations Div. • In 2014 – As Manager, Sales Department, Information & Communication Div. • In 2015 – As Senior Manager, Sales & New Business Development Department, Toppan Printing Co., (Hong Kong) Ltd. • In 2016 – As Manager, Toppan Printing Co., Ltd. Corporate Planning Div. • In 2017 – As Manager, Global Business Center, Corporate Planning Div. • In 2018 – As Chief Representative, Toppan Printing Co., Ltd. India Liaison Office. • In 2019 – As Chief Representative, Toppan Printing Co., Ltd. India Branch Office. 		
Terms of Appointment	Liable to retire by rotation.			Liable to retire by rotation.		
Remuneration last drawn	Nil			Nil		
Disclosure of Relationship	He is not related to any Director / KMP of the Company.			He is not related to any Director / KMP of the Company.		
Shareholding	Nil			Nil		
No. of Board Meetings attended during F.Y. 2019-20	3			2*		
Other Directorships	Nil			Nil		
Other Committee Memberships/ Chairmanship	Name of the Company	Name of the Committee	Designation	Name of the Company	Name of the Committee	Designation
	NIL			NIL		

* Appointed as Additional Director w.e.f. October, 24, 2019.



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Form MGT-12

POLLING PAPER

(Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

Name(s) of Shareholder(s) (IN BLOCK LETTERS)				
Registered Address/ Postal Address				
DP ID No. & Client ID No				
Total number of shares held				
Class of shares				
I / We hereby exercise my / our vote(s) in respect of the Resolutions set out in the Notice of the Eighth (8 th) Annual General Meeting (AGM) of the Company to be held on Tuesday, September 22, 2020 at 0900 hours, through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").				
I/ We hereby give my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:				
Sr. No.	Resolutions	Voting (See Notes below)		
		No. of shares held	I assent to the resolution	I dissent from the resolution
ORDINARY BUSINESS				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a director in place of Mr. Takao Ikeda (DIN: 07969752), who retires by rotation and being eligible offers himself for re-appointment.			
SPECIAL BUSINESS				
3.	To appoint Mr. Sachio Otsuka (DIN: 08596107) as Director.			
4.	To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2021			

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

Place:
Date:

(Signature of Shareholder)