



MAX SPECIALITY FILMS PRIVATE LIMITED

(Formerly Max Speciality Films Limited)

(CIN: U24100PB2012PTC036981)

Regd. Office: 419, Bhai Mohan Singh Nagar, Village Railmajra, Tehsil Balachaur, Nawan Shehar -144533

(Punjab), Tel.No. : 01881-462000, 462001 Fax: 01881- 273607

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

NOTICE

Notice is hereby given that Tenth (10th) Annual General Meeting of the members of **Max Speciality Films Private Limited (Formerly Max Speciality Films Limited)** ('the Company') is scheduled to be held on Tuesday, July 19, 2022 at 1030 hours (IST), at a shorter notice 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, 2022 and the Reports of the Board of Directors and Auditors thereon.**
- 2. To appoint M/s BSR & Co. LLP, Chartered Accountants as Statutory Auditors of the Company to hold office for a term of Five (5) consecutive years and to authorize the Board of Directors to fix their remuneration.**

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s BSR & Co., LLP, Chartered Accountants (ICAI Firm Registration No. 101248W), be and are appointed as Statutory Auditors of the Company to hold office from the conclusion of 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus applicable taxes and re-imbursment of out of pocket expenses etc. in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

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

Special Business:

- 3. To appoint Mr. Masahiko Tatewaki (DIN: 09533151) as a Non-Executive Director of the Company.**

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 160 read with Section 161 and 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. Masahiko Tatewaki (DIN: 09533151), who was appointed as an Additional Director on the Board of Directors of the Company with effect from May 13, 2022 in terms of Section 161(1) of the Act 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 Non-Executive Director of the Company.

RESOLVED FURTHER THAT any of the directors of the Company or any officer be and are 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, 2023.

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, 2023, 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 Private Limited
(formerly Max Speciality Films Limited)**

**Date : July 12, 2022
Place : Chandigarh**

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

Registered office:

**419, Bhai Mohan Singh Nagar, Village Railmajra,
Tehsil Balachaur, Nawan Shehar -144533 (Punjab)**

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 No. 3 and 4 given above as Special Business items in this AGM, as they are unavoidable in nature.

General instructions for accessing and participating in the AGM through Video Conference/ Other Audio-Visual Means (VC/ OAVM) Facility

2. In view of the extraordinary circumstances due to Covid-19 pandemic, in continuation to its General Circular No. 20/2020 dated May 05, 2020 and other relevant Circulars, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 2/2022 dated May 05, 2022 has allowed companies to conduct their AGM through video conferencing (VC) or other audio-visual means (OAVM) during the Calendar year 2022, subject to the fulfilment of conditions as specified in the MCA Circulars (collectively referred to as "MCA Circulars").
3. 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 in addition to physical mode. The

deemed venue for the AGM shall be the Registered Office of the Company.

4. In view of AGM being held by VC/ OAVM:

(i) The Member's log-in to the Video Conferencing platform shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013;

(ii) **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since general meeting under this framework will be held through VC, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Also the Attendance Slip and the 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 herewith in the form of an Annual Report 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. July 15, 2022 shall be eligible for voting.

7. 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 during the AGM through electronic mode.

8. Brief resume of the Director proposed to be appointed at Item No. 3, 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 included in the explanatory statements annexed to this notice.

9. In compliance with the aforesaid MCA Circulars and in view of the prevailing situation the notice for AGM shall be given only through emails registered with the Company/ Depository.

10. The link/ details for VC/ OAVM will be sent to the registered email ids of the Members alongwith the relevant password, if any. Members are requested to join AGM through VC Facility by following the procedure as mentioned in this notice which shall be kept open for the Members 15 minutes before the time scheduled to start the AGM or any time thereafter till conclusion of the meeting.

11. Corporate members intending to authorize their authorized representatives in terms of Section 113 of the Act to attend the Meeting are requested to send to the Company a certified scanned copy (PDF/ JPEG Format) of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting through email.

12. This meeting is being called at a shorter Notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, an Annual General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode, by not less than ninety-five per cent of the Members who are entitled to vote and who represent. The members are accordingly requested to give their consents in writing

or by electronic mode on or before 15 Minutes before the timing of AGM to hold the meeting at a shorter notice.

13. The designated email id on which the members can convey their vote is cs@msfl.in, when a poll is required to be taken during the meeting on any resolution.
14. Members proposing to seek information/clarification with regard to any matter being placed at the AGM, are requested to write in advance to the Company on or before 15 Minutes before the timing of AGM through email to cs@msfl.in. The same will be replied by the Company suitably at the AGM.
15. Members are requested to notify change in their email id, if any to the Company/ depository at the earliest.

Instructions for Shareholders attending the AGM through VC are as under:

- i. Shareholder will be provided with a facility to attend the AGM through VC
- ii. Shareholders are encouraged to join the Meeting through Laptops, Smartphones and Tablets for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.
- iii. The members will receive the joining link on their registered email id's with the Company. Click on the link and thereafter you will be able to attend the meeting. In case you have any problem you can contact at [01881-462000](tel:01881-462000) or send an email to cs@msfl.in.
- iv. Members will be required to grant access to the web-cam to enable two-way video conferencing.

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

Item No. 2

The Board in its meeting held on July 12, 2022, noted that M/s S.R. Batliboi & Co., LLP, Chartered Accountants, were appointed as the Statutory Auditors of the Company at the 5th Annual General Meeting (AGM) held on September 26, 2017 for a period of five years upto the conclusion of Tenth AGM to be held in 2022, pursuant to provisions of Section 139 of the Companies Act, 2013 and Rules thereto.

Further, in place of M/s S.R. Batliboi & Co., LLP, retiring Auditors, whose term will be completed as Statutory Auditor of the Company at the ensuing AGM of the Company, the Board of Directors of the Company in its meeting held on July 12, 2022 proposed to appoint M/s BSR & Co., LLP, Chartered Accountants as the Statutory Auditors, Chandigarh, for a term of 5 (five) years from the conclusion of the 10th AGM till the conclusion of 15th AGM to be held in the year 2027.

For the purpose, M/s BSR & Co., LLP (ICAI Firm Registration No. 101248W) have given their consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act and the rules made thereunder.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice for appoint M/s BSR & Co. LLP, Chartered Accountants as Statutory Auditors of the Company to hold office for a term of Five (5) consecutive years and to authorize the Board of Directors to fix their remuneration.

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. 2 above for the approval of members as an Ordinary Resolution.

Item No. 3

The Board of Directors has appointed Mr. Masahiko Tatewaki (DIN: 09533151) as an Additional Director w.e.f. May 13, 2022.

Pursuant to the provisions of Section 161 of the Act, Mr. Masahiko Tatewaki shall hold office upto the date of the next Annual General Meeting or the last day on which the Annual General Meeting should have been held, whichever is earlier. 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. 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.

Brief profile of Mr. Masahiko Tatewaki, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors as per Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ('SS-2'), is as follows:

Name	Mr. Masahiko Tatewaki (DIN: 09533151)
Designation	Non-Executive Director
Date of Birth/ Age	15.06.1961 / 61 Years
Qualification	BA in Economics from Doshisha University.
Experience	<p>He is Managing Executive Officer of Toppan Inc. and a Head of Global Packaging Subdivisions at the company, as well as a President of Toppan USA, wholly owned subsidiary of Toppan Inc. He has diverse experiences of more than 35 years in the field of sales, business planning, development and management at both domestic and international scale</p> <p>The Brief Profile of Mr. Masahiko Tatewaki is as shown below:</p> <ul style="list-style-type: none"> • 1985 Joined Toppan Printing Co., Ltd. • 2002 President, Toppan Electronics Inc. (USA) • 2008 VP Sales and Marketing, Toppan Chunghwa Electronics (Taiwan) • 2011 Senior GM : Sales, Toppan Printing Co., Ltd. • 2014 President & CEO, Toppan Printing Co., (America) Inc. • 2018 Executive Officer, Toppan Printing Co., Ltd. • 2018 President & CEO, Toppan USA, Inc. • 2021 Managing Executive Officer, Toppan Inc. (renamed from Toppan Printing Co., Ltd. in 2021) • 2021 Head of Global Packaging Subdivision, Living & Industry Division, Toppan Inc.
Terms of Appointment	Not liable to retire by rotation.
Remuneration last drawn	He shall not be entitled to any remuneration from the Company.
Disclosure of Relationship	He is not related to any Director / KMP of the Company.
Shareholding	Nil
No. of Board Meetings	Nil (During F.Y. 2021-22)

attended	2 (During F.Y. 2022-23, so far)		
Other Directorships	Nil		
Other Committee Memberships/ Chairmanship	Name of the Company	Name of the Committee	Designation
	NIL		

Keeping in view the vast experience and qualification of Mr. Masahiko Tatewaki, 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.

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

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. Masahiko Tatewaki, being an appointee.

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, 2023 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, 2023.

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 Private Limited
(formerly Max Speciality Films Limited)**

**Date : July 12, 2022
Place : Chandigarh**

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

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



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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 Tenth (10 th) Annual General Meeting (AGM) of the Company to be held on Tuesday, July 19, 2022 at 1030 hours (IST), 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, 2022 and the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint M/s BSR & Co. LLP, Chartered Accountants as Statutory Auditors of the Company to hold office for a term of Five (5) consecutive years and to authorize the Board of Directors to fix their remuneration.			
SPECIAL BUSINESS				
3.	To appoint Mr. Masahiko Tatewaki (DIN: 09533151) as a Non-Executive Director of the Company.			
4.	To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending March 31, 2023			

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

Place:

Date:

(Signature of Shareholder)