

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

SYMBOL: RPPL

Dear Sir,

Subject: Outcome of Board Meeting (Symbol:- RPPL)

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), this is to inform Exchange that the Board of Directors of the Company at their meeting held on Friday, January 25, 2019, has, inter alia, considered and approved the followings items of agenda:

1. Appointment of Mr. Pradeep Kumar Gupta (DIN:-0008335342) as an Additional Director (Non Executive Independent Director) on the Board of the Company. The brief details of information as required under Regulation 30 of SEBI Listing Regulations is enclosed herewith as **Annexure I**.
2. Appointment of Jajodia and Associates, Practicing Company Secretary Firm having Certificate of Practice Number. 19900 as Secretarial Auditor of the Company for the Financial Year 2018-2019. The brief details of information as required under Regulation 30 of Listing Regulations is enclosed herewith as **Annexure II**.

The meeting of the Board of Directors of the Company was commenced at 12:30 pm and concluded at 04.00 pm.

Kindly take the same on record and oblige.

FOR RAJSHREE POLYPACK LIMITED


Mitali Rajendra Shah
Company Secretary & Compliance Officer
Membership: A48197



Date: January 25, 2019
Place: Thane

ANNEXURE I

Reason for Appointment	In order to comply with the Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements), 2015 and pursuant to the provisions of Sections 149, 152, 160,161 and other applicable provisions, if any, of the Act and the Rules framed thereunder read with Schedule IV to the Act, Mr. Pradeep Kumar Gupta (DIN:-0008335342) has been appointed as an Additional Director (Non Executive Independent Director), on the Board of the Company, subject to the approval of the shareholders in the general meeting for appointment as an Independent Director to hold office for a term upto five (5) consecutive years from the date of next General Meeting.
Date & term of Appointment	January 25, 2019 till the date of ensuing general meeting and subsequently to hold office for a term upto five (5) consecutive years from the date of General Meeting
Brief profile	Mr. Pradeep Kumar Gupta is presently a principal consultant with Packaging Solutions Group and is providing consulting to the Indian packaging industry in packaging design & implementation, corporate planning, re-engineering and implementation, production management. He holds Bachelor of Engineering (Mechanical) and PGD- Industrial Management, Operations Research and being a competent engineering professional with more than thirty eight (38) years of experience in Plant Operations, Business & Market Development and Client Relationship Management with Indian Giants of Packaging Industries like Paharpur 3P, UFlex, Xpro. He played a key role in introducing flexible laminates while lube oil pouches for the first time and launched 'Sachet' & Zip lock laminated packaging in India. He had significant experience of setting up & managing plants in Flexible Packaging, Roto & Flexo Printing, Corrugation Industry, Plastics – injection & blow moulding and other rigid packaging related segments.
Disclosure of Relationships between directors	Mr. Pradeep Kumar Gupta is not related to any Director of the Company.



ANNEXURE II

Reason for Appointment	In order to comply with Section 204 of the Companies Act, 2013 Jajodia and Associates (COP No. 19900), Company Secretary in practice has been appointed as Secretarial Auditor of the Company.
Date & term of Appointment	January 25, 2019 for the Financial year 2018-19.
Brief profile	As per attached Annexure A
Disclosure of Relationships between director	Mrs. Priti Jajodia, is not related to any director of the Company.





JAJODIA AND ASSOCIATES

*Office No: 30, Laxmi Niwas,
1st Floor, 2nd Panjrapole Lane, C.P.Tank,
Mumbai – 400004.
Phone No: 022-22426755*

PROFILE FOR SECRETARIAL WORK



❖ Introduction:

We, Jajodia and Associates, a Company Secretarial firm handling compliances of listed as well as unlisted Companies including consultation on various company law matters.

❖ **Services Offered:**

➤ **Business Setup Services: -**

1. Obtaining Director Identification Number (DIN)
2. Incorporation of a One Person Company, Private Limited Company, Part IX Company, Public Limited Company and Limited Liability Partnership (LLP).
3. Drafting Memorandum and Articles of Association of a Private Limited, Public Limited and Listed Company.
4. Consultation on Company Incorporation.
5. Registration of Company with RBI as NBFC, Primary Dealers, Assets Reconstruction Companies, etc.;
6. Registration of Company with SEBI as Mutual Fund, Stock and Sub Brokers, Portfolio Managers, Venture Capital Funds, Merchant Bankers and other intermediaries;
7. Registration as financial intermediaries interalia including distribution, financial advisors;
8. Registration of foreign companies in India (Branch offices / Liaison offices / Project offices).
9. Registration of intermediaries with SEBI (Mutual Fund, Stock and Sub Brokers, Portfolio Managers, Venture Capital Funds, Merchant Bankers, FIIs and other intermediaries);
10. Open Offer;
11. Assistance in Listing/ Delisting/ Relisting of Securities.

➤ **Annual Compliances:**

1. Annual Filing of Balance Sheet, Profit & Loss Account and Annual Return i.e. MGT-7 with ROC along with the required documents through prescribed e-forms;
2. Providing Secretarial Audit under Companies Act, 2013.
3. Annual filing of LLP (Form 8 & Form 11)
4. Preparation of Notice of AGM.
5. Preparation of Directors' Report under Section 134 of the Companies Act, 2013. (Public, Private & Listed Company and Section 8 Company)
6. Extension of Annual General Meeting of the Company under section 96 of the Companies Act, 2013 (Listed & Unlisted Company).
7. XBRL Filing for Companies Including IND-AS with Registrar of Companies.

➤ **Maintenance and Updation of Secretarial Records:**

1. Maintenance of Statutory Registers, Minutes Books and Attendance Register as per format prescribed under new Companies Act, 2013.
2. Drafting of Notices and Agenda of Board Meetings of Private and Public Companies, Section 8 Company not having Share Capital and conducting Board Meeting through video conferencing.
3. Drafting of Minutes of Board Meetings, Extra-Ordinary General Meetings, Annual General Meetings of Private and Public Companies, Section 8 Company not having Share Capital
4. Drafting of Minutes of Audit Committee Meetings, Shareholders Grievance Committee Meetings, Remuneration Committee Meetings of Listed Company.
5. Issue and Splitting of Share Certificates, Transfer of Shares.
6. Drafting of various letters /correspondences associated with the regulatory filings to Stock Exchanges and ROC.
7. Transfer of unpaid/unclaimed Dividend/matured deposits to Investor Protection Fund.
8. Preparing Form MBP – 1 and recording of yearly disclosures received from Directors.
9. Preparation and submission of various intimations, notices, quarterly/half yearly/yearly reports with BSE, RBI & SEBI.

➤ **Compliance Services related to Listed Company:**

1. Preparation and submission of Corporate Governance Report on quarterly basis.
2. Preparation and submission of a Statement giving number of Investor complaints on quarterly basis.
3. Preparation and submission of Shareholding Pattern on quarterly basis.
4. Conducting Board Meetings and preparing and submitting relevant papers including intimation, outcome to Stock Exchange.
5. Preparation and submission of Annual information Memorandum.
6. Conducting Secretarial Audit.
7. Acting as Scrutinizer for Postal Ballot as well as Annual General Meeting.
8. Preparation of Annual Report including Directors' Report, Corporate Governance Report.
9. Issuing Certificate under Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements), 2015.
10. Preparation of various policies as prescribed under the Companies Act, 2013 & SEBI

Regulations.

11. Reviewing website of the Company and keeping the same updated.
12. Consultation on constitution of Board and various Committees of Board.
13. Bonus Issue, Sub-division of shares and completing corporate action related to the same.
14. Disclosures under SEBI (SAST) Regulations, 2011 & SEBI (PIT) Regulations, 2015.

➤ **Regulatory Services:**

1. Increase, re-classification and consolidation of Share Capital.
2. Change in name and object of Private Limited, Public Limited and Section 8 Company.
3. Vetting Articles of Association of the Joint Venture Public Company incorporating relevant clauses of Shareholder purchase Agreement.
4. Adoption of New Set of Articles of Association by the Company and alteration in the Articles of Association and Memorandum of Association of Private and Public Limited Company.
5. Appointment and Change in Statutory Auditors of the Company.
6. Appointment, Re - appointment of Director, Additional Director & Remuneration of Managing Director, Whole-Time Director & its procedural aspects.
7. Allotment of Equity, Preference, Bonus or Sweat Equity Shares and filing of appropriate form for the same.
8. Buy back, Forfeiture and Redemption of Shares.
9. Drafting of various letters /correspondences associated with the regulatory filings to Stock Exchanges and ROC.
10. Drafting of various resolutions for Private, Public and Section 25 Company.
11. Executing the procedure of shifting of Registered Office within City, State and from one State to another.
12. Filing of various petitions with Regional Director and CLB.
13. Liaisoning with various government authorities like SEBI, Stock Exchanges, ROC, CLB, etc.
14. Application for obtaining and renewing Digital Signature (DSC).
15. Postal Ballot under Section 110 of the Companies Act, 2013 and Declaration of Results.(Listed and Unlisted Companies)
16. Conducting and Preparing Due Diligence Report of a Private Limited Company.
17. Taking ROC search (online & physical), issuing of Search Report, Obtaining Certified True Copies of the available documents registered with the ROC.

18. Filing of various e-forms with ROC.
19. Revival of defunct Company;
20. Assistance in Demerger / Merger / Takeover / Acquisition of the Company;
21. Reduction of Share Capital;
22. Assistance Employees Stock Option Scheme / Employees Stock Purchase Scheme;
23. Compliances relating to Issue of IDR / ADR / GDR / FCCB.

➤ **Representation and Liaising Services:**

1. Ministry of Corporate Affairs;
2. Regional Director(s);
3. Registrar of Companies;
4. National Company Law / National Company Law Appellate Tribunal;
5. High Court;
6. National Stock Exchange / BSE Ltd;
7. Securities Exchange Board of India;
8. Official Liquidator.

Relating to matters like Compounding of offences, Registration Services, Merger & Amalgamation, Filing of Writ Petition, Removal of Disqualification of Director, Revocation of Suspension, Shifting of Registered office, claiming exemption under SAST Regulations etc.

➤ **FEMA Compliances:**

1. Issue of Certificate under compliance with Paragraph 9 (1) (B) of Schedule 1 to Notification no. FEMA 20/2000-RB dated May 3, 2000.
2. Preparing and filing of Report on FIRC with the Authorized Dealer for allotment of shares to foreign investors.
3. Liaisoning with the Authorized Dealer for submission of KYC and obtaining UNI.
4. Preparing and filing of Form FC-GPR (Part A) with its requisite annexures with the Reserve Bank of India for allotment of shares to foreign investors.
5. Filing of Form ODI with RBI.

➤ **FIPB approval:**

1. Preparation and Filing FIPB Application.
2. Liaisoning with the FIPB Board for obtaining the FIPB approval.

➤ **Foreign Contribution (Regulation) Act, 1976 (FCRA):**

1. Preparation and Filing of application for obtaining prior permission of the Central Government under the FCRA for accepting Foreign Contribution by an Association having a definite cultural, economic, educational, religious or social programme.
2. Preparation and Filing of annual returns of the Foreign Contribution received during the year with the Central Government in Form FC-3.

➤ **Charge related matters:**

1. Registration of Creation, Modification and Satisfaction of Charges with the ROC and complying with all related procedures.
2. Liaisoning with the ROC with respect to the deletion of the satisfied charges.
3. Preparing and filing petition under Section 87 for delay in registration of creation, modification and satisfaction of charge with the ROC.
4. Liaisoning with Regional Director for obtaining the order under Section 87. We further assure that best services shall be provided to you.

➤ **Team and Team Expertise**

❖ **Nishant Bajaj:-**

Nishant leads the vertical - Corporate & Allied Laws (CORP) of the firm comprising of 6 Qualified Company Secretaries and 4 Interns. Mr. Nishant has over 9+ years of experience at a senior level and is associated with the firm since 2009. His areas of specialization includes company law, corporate and commercial laws, securities law, capital market, mergers and acquisitions. His transactional experience includes assisting corporates in Initial Public Offering (IPO), advisory in Mergers and Acquisitions, Corporate Restructuring, consultancy on NBFC regulations and drafting legal documents/agreements.

Nishant is a Qualified Company Secretary and holds Bachelors' degree in Law & Commerce from Mumbai University.

❖ **Gaurav Mahyavanshi :**

Gaurav is the newest member of the team and has an experience of 3 years. Gaurav specializes in areas of Retainership Services and business setup Services. He has previously advised various clients in the area of Mergers and Amalgamations and Trademark Applications. Gaurav is a Qualified Company Secretary and Bachelor in Commerce.
