



**INNOVATIVE TECH PACK LIMITED**

(CIN: L74999HR1989PLC032412)

**Regd. Office:** Plot No. 51, Roz Ka Meo Industrial Area, Sohna, Gurugram-122103

Tel: 0120-7195236-239; Email: [inpack@del2.vsnl.net.in](mailto:inpack@del2.vsnl.net.in)

**ADDENDUM TO THE NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING**

Addendum to the Notice dated 5<sup>th</sup> September, 2019 convening the 30<sup>th</sup> Annual General Meeting of the members of Innovative Tech Pack Limited scheduled to be held on Monday, the 30<sup>th</sup> September, 2019 at 09:00 A.M. at Hakim Ji Ki Choupal, Opp. Batra Hospital, Vill. Ujina, Police Station Nuh, Mewat, Sohna, Haryana-122103.

Notice is hereby given that the following items of business is added in the aforesaid Notice as **SPECIAL BUSINESS**:

**SPECIAL BUSINESS NO 9 : To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013.**

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 300 crores (Rupees Three Hundred Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 300 crores (Rupees Three Hundred Crores only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**Registered Office:**  
**51, Roz-K-Meo Indl. Area,**  
**Sohna, Mewat,**  
**Haryana – 122103**

**By the order of the Board**  
**For Innovative Tech Pack Limited**

**sd/-**  
**Vishesh Chaturvedi**  
**Company Secretary**

**Place : Noida**  
**Date : September 19, 2019**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. This Addendum to the Notice of 30<sup>th</sup> AGM is available along with the Notice of 30<sup>th</sup> AGM on the websites of the Company. The revised Proxy Form including the resolution proposed hereinabove is annexed hereto.
3. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 30<sup>th</sup> AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice of 30<sup>th</sup> AGM. Furthermore, the Scrutinizers appointed for the ensuing 30<sup>th</sup> AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 30<sup>th</sup> AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:****Item no. 9**

Keeping in view the ITPL group's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits Rs. 300 crores (Rupees Three Hundred Crores only) for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed to be increased up to Rs. 300 crores (Rupees Three Hundred Crores only) for the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.



**INNOVATIVE TECH PACK LIMITED**

**CIN: L74899HR1989PLC032412**

**REGD. OFF.: Plot No. – 51, Roz Ka Meo Industrial Area, Sohna, Distt. Gurugram 122103 (Haryana)**

**WEBSITE: [www.itplgroup.com](http://www.itplgroup.com), Email id: [grievence@itpalgroup.com](mailto:grievence@itpalgroup.com)**

**TEL. NO.: 0120-7195236-239**

**Form 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)

30<sup>th</sup> Annual General Meeting – September 30, 2019

Name of Member(s)	
Registered Address	
Email Id	
Folio No.	
DP ID.	
Client ID	

I/ We, being the member(s) of **Innovative Tech Pack Limited** holding \_\_\_\_\_ shares hereby appoint:

1.	Name		
	Address		
	E – Mail id		
	Or failing him		
		Signature	
2	Name		
	Address		
	E – Mail id		
	Or failing him		
		Signature	
3	Name		
	Address		
	E – Mail id		
	Or failing him		
		Signature	
4	Name		
	Address		
	E – Mail id		
	Or failing him		
		Signature	

As my/ our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company to be held on Monday 30<sup>th</sup> day of September, 2019, at 09:00 AM at Hakim Ji Ki

Chaupal, Opp. Batra Hospital, Villange Ujina, Police Station, Nuh, Mewat, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.		
2	To declare a final Dividend of Re 0.15 per equity share for the year ended March 31, 2019		
3	To appoint a Director in place of Ms. Pratibha Rao Ketineni (DIN: 06955087) who retires by rotation and, being eligible, offers herself for re-election		
<b>Special Business</b>			
4	To consider and approve Employee Stock Option Plan 2019		
5	Alteration of the Memorandum of Association of the Company		
6	Re-appointment of Mr. Ketineni Satish Rao as Whole-time Director of the Company		
7	To appoint Mr. Damodar Bhawarilal Chhapparwal (DIN 08302064) as an Independent Director of the Company		
8	Authorization Under Section 185 of the Companies Act, 2013		
9	To increase borrowing powers of the Board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013		

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



\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of Proxy Holder(s)

**Note.:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 30<sup>th</sup> Annual General Meeting of the Company.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission.