



PARAMOUNT PRINTPACKAGING LTD.

CIN No.: L22200MH2006PLC160735

A-309, MIDC, TTC Industrial Area, Mahape, Navi Mumbai - 400 701

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POSTAL BALLOT NOTICE

(Notice pursuant to section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed by postal ballot/e-voting for the purpose of:

1. Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013
2. Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013
3. Making Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013

The Company seeks the consent of the Members for the aforesaid proposals through Special Resolutions as specified herein below. The proposed resolution along with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and a Postal Ballot form is enclosed for your consideration and the Company in Compliance with Postal ballot Rules, appointed Mr. Jay D'souza, Practising Company Secretary of Alwyn Jay & Co., Company Secretaries, Mumbai as a Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to read the instruction carefully printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of Working Hours i.e. 17:00 hours on September 30, 2014. Please note that any Postal Ballot Form received after the said date will be treated as not having been received.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form.

The Scrutinizer will submit his report addressed to the Chairman/ Managing Director of the Company after completion of the scrutiny and the result of the Postal Ballot shall be announced at 16:00 Hours at the Registered office of the Company on October 6, 2014 by the Chairman or in his absence by any other person authorized by the Chairman. The result of the postal ballot will immediately be intimated to the concerned Stock Exchanges.

The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed Resolutions.

SPECIAL RESOLUTIONS FOR POSTAL BALLOT

ITEM NO. 1: Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013.

To consider and if thought fit, to give assent/dissent to the following Resolution as a "Special Resolution":-

"RESOLVED THAT in supersession of Resolution passed by the members of the Company at the Annual General Meeting held on August 21 2010 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paidup capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 500 crores.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution."

ITEM NO. 2: Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013

To consider and if thought fit, to give assent/dissent to the following Resolution as a "Special Resolution":-

“RESOLVED THAT in supersession of Resolution passed by the members of the Company at the Annual General Meeting held on August 21, 2010 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), read with the Articles of Association of the Company and other applicable provisions, consent of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as the “Board”) of the Company to mortgage and / or hypothecate and / or create charge on all or any one or more of the movable and / or immovable properties or such other assets of the Company, wheresoever’s situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favour of Banks, Financial Institutions, Non Banking Finance Companies (NBFC) or such other lenders and/or other investing agencies to secure any Asset Financing Facilities, Term Loans / Credit Facilities or otherwise, obtained / to be obtained from any of the aforesaid lenders, such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board subject to the applicable limits pursuant to Section 180(1)(c) or such other limits as approved by the shareholders from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and execute with the Banks, Financial Institutions, Non Banking Finance Companies (NBFC) or such other lenders or other investing agencies, the requisite agreements, documents, deeds and writings for borrowing and / or creating the aforesaid mortgage and / or charge and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution”

ITEM NO. 3: To make Loans or investments and to give guarantees or to provide security in connection with the loan made under section 186 of Companies Act, 2013

To consider and if thought fit, to give assent/dissent to the following Resolution as a **“Special Resolution”**:-

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:

- i. giving any loan to any person or other body corporate
 - ii. giving any guarantee or providing security in connection with a loan to any other body corporate.
 - iii. acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate.
- up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.500 crores which shall be over and above the limits as specified in Section 186 (2) of the Companies Act, 2013 and the aggregate outstanding amount of loans / guarantees / securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole Time Director or Director or officer of the Company or any other person.”

**By order of the Board of Directors
For Paramount Printpackaging Limited**

**Divyesh Sukhadia
Managing Director
DIN: 02430178**

**Place: Navi Mumbai
Date: August 09, 2014**

Regd. Office: A 309, MIDC, TTC Industrial Estate, Mahape, Navi Mumbai – 400701

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts concerning the aforesaid business and reason thereof are annexed hereto.
2. As per requirement of the aforesaid section, resolutions in the accompanying notice require consent of the shareholders through Postal Ballot. You are, therefore, requested to communicate your assent or dissent in writing in Postal Ballot Form sent herewith in accordance with the instruction set out therein.
3. The Board of Directors at its meeting held on August 09, 2014 has appointed Mr. Jay D’souza, Practising Company Secretary of Alwyn Jay & Co., Company Secretaries a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. The Company also offers e-voting facility. Please see the instructions below for details.

E-voting Facility

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules thereunder and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail

- i) Log on to the e-voting website www.evotingindia.com.
- ii) Click on "Shareholders" tab to cast your votes.
- iii) Select the Electronic Voting Sequence Number ("EVSN") along with "Paramount Printpackaging Limited" from the drop down menu and click on Submit.
- iv) Now, fill up the following details in the appropriate boxes:

| | For Members holding shares in Demat Form | For Members holding shares in Physical Form |
|---------|--|---|
| User-ID | For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID | 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* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field . |

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly 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 of Paramount Printpackaging Limited (EVSN No. 140820040)
- 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 Postal Ballot Resolutions.
- 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer through e-mail: scrutinizerparamount@gmail.com with a copy marked to compliancecs@gmail.com to verify the same.

(B) In case of members receiving e-mail

- i) Please follow all steps from sl. no. (ii) to sl. no. (xiii) above, to cast vote.
- ii) The voting period begins on 31.08.2014 and ends on 30.09.2014 at 17:00 hours. 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 August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from the Company.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

ITEM NO. 1 and 2

In terms of the resolution passed by the Shareholders at the Annual General Meeting held on August 21, 2010 pursuant to Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company is authorised to borrow upto a sum of Rs.250 Crores over and above the paid-up share capital and free reserves of the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business). The new Act i.e. the Companies Act 2013 via notification dated March 25, 2014 requires that the approval of the members under section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Act. Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (c) of the Companies Act, 2013 and as per Section 110 of the companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution to be passed through postal ballot process.

Your Directors recommend passing the above resolution.

The Directors, key managerial personnel and their relatives of the Company may be deemed to be interested in the resolution to the extent of their respective holdings in the equity shares of the Company.

The documents referred to in this notice and explanatory statement are available for inspection during business hours on all working days (except Fridays, Sundays and holidays) at the Registered Office of the Company until the date of the declaration of Postal Ballot Results.

ITEM NO. 3

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

As per Section 110 of the companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution to be passed through postal ballot process.

The Directors recommend the Item No. 3 of the Notice for consent and approval by the shareholders. Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 3 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company

The documents referred to in this notice and explanatory statement are available for inspection during business hours on all working days (except Fridays, Sundays and holidays) at the Registered Office of the Company until the date of the declaration of Postal Ballot Results.

**By order of the Board of Directors
For Paramount Printpackaging Limited**

**Divyesh Sukhadia
Managing Director
DIN: 02430178**

**Place: Navi Mumbai
Date: August 09, 2014**

**Regd. Office:
A 309, MIDC, TTC Industrial Estate, Mahape, Navi Mumbai – 400701
Encl. a) Postal Ballot Form
b) Self addressed postage prepaid envelope**