

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that pursuant to the provisions of Section 101 of the Companies Act, 2013 (read with the rules made thereunder) Extraordinary General Meeting of the shareholders of Sundaram Multi Pap Limited shall be held on Tuesday, August 6, 2024 at 11:30 a.m. IST through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM) at Mumbai, to transact the special business mentioned in the enclosed agenda.

A copy of the agenda of special business which is proposed to be transacted at the meeting are enclosed herewith for your perusal.

Yours faithfully,

**By order of the Board  
For Sundaram Multi Pap Limited**

Sd/-

**Dinker Mishra  
Company Secretary &  
Compliance Officer  
Membership No. ACS 48511**

Date: July 2, 2024

**Encls.: as above**

**AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS TO BE HELD ON TUESDAY,  
AUGUST 6, 2024**

ITEM NO.	ITEM
1.	Sell, hive-off, enter into joint venture, lease or otherwise dispose of its non-core asset bearing Industrial land (1,09,000 sq. mt) situated at Sihora, Nagpur, Maharashtra (hereinafter called as Nagpur Division) where there are no-operations.

To consider and if thought fit, to pass with or without modifications, the following resolutions as special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180, 180(1)(a), and 188 of the Companies Act, 2013 read with applicable rules, and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 37A and 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell, hive-off, enter into joint venture, lease or otherwise dispose of its non-core asset, bearing Industrial land (1,09,000 sq. mt) situated at Sihora, Nagpur, Maharashtra, which has land and buildings where there are no-operations (hereinafter collectively called as Nagpur Division) either as a going concern, on a slump sale basis, in such manner as the Board may deem fit, and/or to a prospective buyer for such consideration as may be approved by the Board along with fairness opinion, which shall be procured by the Board, on such terms and conditions as may be deemed fit, and/or to enter into a Joint venture or enter into special purpose acquisition company structures or escrow the asset in lieu of consideration as appropriate or sell the asset through escrow mechanism or as an undertaking to the purchaser or escrowed as a related party within the meaning of the Section 2(76) of the act on such terms and conditions, the said Nagpur Division Asset, consequent to the decision and approval of the EGM of the Company to exit from the said non-operational aforesaid lines of business.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalise prospective structures in order to monetize the non-operational Nagpur division business and the terms of any such transaction with respect to a potential transfer of the Nagpur Division, in the interest of the Company and to negotiate and finalize the terms of any definitive documentation that may be required in connection with such potential transaction and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution.”

**Notes:**

- (a) In view of the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020 and June 23, 2021, the latest being 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') permitted the holding of the Extra-Ordinary General Meeting (EGM) through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, other applicable regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM at the registered office of Company at Mumbai being deemed venue for the meeting.
- (b) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and the details required under Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of resolution set out in the Notice is annexed hereto. Since the EGM is being held by VC/OAVM, the special business under Item No. 1, is being considered unavoidable and therefore proposed to be transacted at the EGM of the Company. Further, this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with.
- (c) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- (d) All the documents referred to in the EGM Notice and Explanatory Statement will be available for electronic inspection by the Members without any fee by the members during normal business hours on all working days (i.e. except Saturday(s), Sunday(s) and Public Holiday(s)) up to the date of the EGM and during the continuance of the EGM. Members seeking to inspect such documents may write to the Company Secretary through email on [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in)
- (e) Members/Representatives of Corporate Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (f) The Company is providing facility of remote e-Voting as well as e-Voting on the date of EGM to its Members in respect of the business to be transacted at the EGM and for this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
- (g) Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system on the date of EGM.
- (h) Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- (i) Once the vote on a resolution is casted by the member, the same shall not be allowed to change it subsequently or cast the vote again.
- (j) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Tuesday, July 30, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in the instructions given below.

R.O. 5/6 Papa Industrial Estate, Suren Road, Andheri (East), Mumbai - 400093, INDIA. Tel : 022 67602200

Plant: Plot no.33 to 37, Sundaram Industrial Zone, Palghar (West) 401404, Maharashtra, INDIA.

Email : [info@sundaramgroups.in](mailto:info@sundaramgroups.in) Web : [www.sundaramgroups.in](http://www.sundaramgroups.in)

CIN : L21098MH1995PLC086337 GST No. : 27AADCS7829K1ZT

- (k) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in) or upload on the VC portal / e-voting portal.
- (l) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (m) The Cut-Off Date for the purpose of determining the Members eligible for participation in remote e-Voting and voting at the EGM through e-Voting system is Tuesday, July 30, 2024.
- (n) Members seeking any information with regard to the matters to be placed at the EGM, are requested to write to the Company Secretary through email on [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in). The same shall be taken up in EGM and replied by the Company suitably.
- (o) Those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, are requested to update their email address through their respective Depository Participant/s.
- (p) In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their mobile number and email addresses with our Registrar and Share Transfer Agent viz. M/s Link Intime India Private Limited, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same.
- (q) In compliance with the aforesaid MCA Circulars and other applicable regulations, Notice of the EGM is being sent only through electronic mode to the Members and the same will also be available on the website of the Company [www.sundaramgroups.in](http://www.sundaramgroups.in). Further, the Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (r) Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (s) The Company has appointed CS Aisha Nagnoori, Practising Company Secretary (Membership No. FCS: 8798; CP No: 13399), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.
- (t) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the EGM will be provided by NSDL.

Facility for joining the EGM through VC shall be open 15 (fifteen) minutes prior to the scheduled time of the EGM. Members are requested to join the meeting at least 15 minutes in advance to complete all testing and logistic issues. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the

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Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRAORDINARY GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, August 3, 2024 at 09:00 A.M. and ends on Monday, August 5, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 30, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 30, 2024.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at</li></ol>

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<https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [avshahassociates@gmail.com](mailto:avshahassociates@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.)

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can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Rahul Rajbhar- Assistant Manager at Mobile No. 7715942194, Email id. [rahul.rajbhar@nsdl.com](mailto:rahul.rajbhar@nsdl.com) and [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

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3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH

### VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in). at least 3 days in advance. The same will be replied by the company suitably.
6. Shareholders desirous to register themselves as Speaker during the EGM, may send their name demat account number/folio number, email id, mobile number at [cs@sundaramgroups.in](mailto:cs@sundaramgroups.in) at least 3 days in advance from the date of EGM.

## ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 37A OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD -2 IN RESPECT OF SPECIAL BUSINESS SET OUTIN THE NOTICE.**

### **1. ITEM NO. 1**

The members are apprised that, vide Board Resolution dated 28<sup>th</sup> May 2024, unanimously approved by the Board. The management had provided an update to the Board of Directors about Sundram Multi Pap Limited announcing its intention to exit Nagpur Division business as it has been non-operational (collectively, Nagpur Division) and the management had sought approval from the Board for taking preparatory and exploratory steps in relation to evaluation of a potential sale/ transfer of Nagpur Division with an intention to monetize the non-operational assets. ("**Proposed Transaction**").

The Nagpur Division Comprises of the following assets and liabilities:

Nagpur Division		Net Amount (in Rs.)
Assets (in Rs) as on March 31, 2024		
BUILDING SHED	18612664	
Less :- Provision for Depreciation	3722532	
Net		14890132
Land		161640000
Total		176530132

In terms of liabilities, the Nagpur Division is non-functional, but the assets have a bank charge for overall company's working capital limits. Through the proposed transaction the company plans to reduce the bank charges and reduce the debts accordingly in order to maximize the shareholders' value.

In accordance with Section 180 and 180(1)(a) of the Companies Act, 2013 read with Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, sale of 'the whole or substantially the whole of the undertaking' of the Company requires consent of the shareholders of the company by a special resolution. Thus, the consent of the members of the Company, by way of a special resolution to be passed at an Extraordinary General Meeting of the Company, is required prior to approving of such Proposed Transaction and the terms thereof by the Board.

Accordingly, on 28<sup>th</sup> May 2024, the Board of Directors of the Company pursuant to the provisions of Section 100 of the Companies Act, 2013, rules made thereunder and other applicable provisions of the Companies Act 2013, approved the issuance of EGM Notice and through board meeting dated 02<sup>nd</sup> July 2024 approved convening of the Extraordinary General Meeting (EGM) of the Company. Accordingly the EGM is Scheduled to be held on Tuesday, 06<sup>th</sup> August, 2024 at 11:30 a.m. IST through Video Conferencing/Other Audio-Visual Means (VC/ OAVM).

# Sundaram Multi Pap Limited

Manufacturer of Exercise Books & Paper Stationery



Books for Success...

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval.

Your directors recommend the passing of the resolution as Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

**By order of the Board  
For Sundaram Multi Pap Limited**

Sd/-

**Dinker Mishra  
Company Secretary &  
Compliance Officer  
Membership No. ACS 48511**

Date: July 2, 2024

R.O. 5/6 Papa Industrial Estate, Suren Road, Andheri (East), Mumbai - 400093, INDIA. Tel : 022 67602200

Plant: Plot no.33 to 37, Sundaram Industrial Zone, Palghar (West) 401404, Maharashtra, INDIA.

Email : [info@sundaramgroups.in](mailto:info@sundaramgroups.in) Web : [www.sundaramgroups.in](http://www.sundaramgroups.in)

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