

SOLID CONTAINERS LIMITED

Regd. Off: 2006, Fossberry Road, Near ICI limited, Reay Road (E), Mumbai - 400 033, India
 CIN: L28100MH1964PLC013064 Tel: 7678021955/7506029866
 solidcontainersltd@gmail.com www.solidcontainers.net

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifty Fourth Annual General Meeting of the members of **SOLID CONTAINERS LIMITED** will be held on **Thursday, 26 September 2019** at **10.00 a.m.** at the Company's registered office at 2006, Fossberry Road, Near ICI Limited, Reay Road (E), Mumbai - 400 033, India to transact, as may be permissible, the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company, including Balance Sheet as at **31 March 2019**, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Ashok Goel** (holding DIN-00025350), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Mohender Garg as an Independent Director and in this regard, to consider and pass the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and other applicable provisions of the Companies Act 2013, read Rules and Schedule thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable statutory provisions, **Mr. Mohender Garg** (DIN 00426642), be and is hereby appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 30 September 2019."

4. **To re-appoint Mr. Sandeep Singh as an Independent Director and in this regard, to consider and pass the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and other applicable provisions of the Companies Act 2013, read Rules and Schedule thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and applicable statutory provisions, **Mr. Sandeep Singh** (DIN 02814440), be and is hereby appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 18 February 2020."

5. **Reclassification of authorized share capital and amendment in Memorandum of Association, to pass the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent of members of the Company be and is hereby accorded for reclassification of the authorized share capital of the Company as referred below and Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following clause.

V. The Authorised Share Capital of the Company is Rs. 23,10,00,000/- (Rupees Twenty Three Crores Ten Lakhs only) divided into 87,00,000 (Eighty Seven Lakhs Only) Equity Shares of Rs.10 (Rupees Ten) each and Rs. 14,40,00,000/- (Rupees Fourteen Crore Forty Lakhs Only) divided

into 1,44,00,000 (One Crore Forty Four Lakhs Only) Preference shares of Rs. 10 (Rupees Ten) each with power of company to increase, reduce or reclassify the share capital and to consolidate or sub-divide the shares and issue the shares of higher or lower denomination and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, guaranteed, special or such other rights, privileges or conditions as may be determined and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may be provided by Articles of the Company or as approved by members of the Company or as may be permitted under the Companies Act 2013 or reenactment thereof for the time being. The said Preference Shares shall have such preferential, qualified, guaranteed, special rights, nature and rate of dividend as may be determined and modified by the Board of Directors time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

6. Issue of preference shares by way of private placement

To consider and if thought fit, to pass the following resolution as a **special resolution**.

“RESOLVED THAT pursuant to the provisions of section 55 and other applicable provisions of the Companies Act 2013 (the Act), Rules made thereunder (including statutory modifications or re-enactment of aforesaid and for the time being force), enabling provisions of the Memorandum and Articles of Association of Solid Containers Limited (the Company), other statutes, law, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals or permissions as may be required, the approval and consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized to create, offer, issue and allot up to 80,00,000, 1% Non-commutative redeemable preference shares of face value of Rs. 10 each of the Company, for cash at a price of face value or at par (the Preference Shares), aggregating up to Rs. 8,00,00,000 to promoters or group or affiliate or such other person as may be decided by the Board whether member or not, through private placement (the Private Placement or Issue).

RESOLVED FURTHER THAT the Preference Shares shall have material terms as mentioned below and referred in explanatory statement or as may be determined by the Board of the Company, from time to time in interest of the Company or as may be permitted or required under the Act and/or applicable law.

- i) The Preference Shares shall have priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares.
- ii) The Preference Shares shall not have right to participate or not entitle in surplus funds.
- iii) The Preference Shares shall not have right to participate in surplus assets and profits on winding-up which may remain after the entire capital has been repaid.
- iv) The dividend shall be on non-cumulative basis and accordingly in case the Company could not pay dividend, the unpaid dividend shall not accumulate or will not carry forward neither it will create any rights.
- v) The Preference Shares shall not have any voting right except as provided under the Companies Act 2013.
- vi) The Preference Shares shall be redeemed at par or at face value at the option of the holder thereof or the Company at any time during 20 years from the date of allotment.

RESOLVED FURTHER THAT the Board of Directors of the Company (in this Resolution and explanatory statement referred to as the “Board” which term includes committee thereof) be and is hereby authorized, in its absolute discretion as deem fit, subject to applicable law, to vary and modify the relevant terms of the Issue including size of the Issue, to do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, to decide about utilization of Issue proceeds and to clarify, settle and issue directions for all matters and difficulties arising out of and incidental thereto, and to sign and execute all deeds, undertakings, applications, representation, offer letter and writings that may be necessary in relation to giving effect to this resolution and relating thereto, including to withdraw or abandon the Issue or part thereof and generally to do all acts, deeds, and steps that may be necessary, desirable, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution including to settle all matters, issues, questions, difficulties or doubts that may arise at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions, deeds and decisions taken by the Board and/or key managerial personnel in relation to any matters referred or contemplated in these resolutions be and are hereby approved, ratified and confirmed in all respect.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to delegate all or any of the above powers to Committee or Director or Officer of the Company or any other person and generally to do all acts, deeds, and steps that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

By order of the Board of Directors
For **Solid Containers Limited**

12 August 2019, Mumbai

Kundan Tanawade
Company Secretary

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ballot instead of him / herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through post. A Proxy form is appended with the attendance slip.**

Members may refer proxy related provisions given in para 6 of the Secretarial Standard 2 on general meeting issued by The Institute of Company Secretaries of India and approved by the Central Government.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the Meeting.

2. If shares are held jointly, proxy form shall be signed by the person whose name appears first in the records of the Company or the depository, however, names of all the joint holders should be mentioned in the proxy form. If proxy form is signed by authorized representative of body corporate or attorney, certified copy of Board resolution / power of attorney / other authority must be attached with the proxy form.
3. The statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. **Members are requested to bring their details of demat account (client ID and DP ID), folio number, etc., copy of Annual Report and attendance slip duly signed for easier identification of attendance at the meeting.**
5. Body Corporate members intending to send their authorized representative at the Annual General Meeting are requested to send their representative with certified copy of Board Resolution, in accordance to which their representative shall be entitled to attend and vote at the Annual General Meeting.
6. Relevant documents referred to in the accompanying Notice and explanatory statement are open for inspection by the members at the Registered Office of the Company, during office hours between 11.00 a.m. to 2.00 p.m. on all working days except Saturdays, Sundays and said documents will also be made available at the Annual General Meeting.
7. Members desirous of asking any questions at the Annual General Meeting are requested to send their questions so as to reach the Registered Office of the Company addressed to the Company Secretary at least seven days before the Meeting so that the same can be replied suitably.
8. **Nomination:** Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act, 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH13 duly filled in and signed to the Company or RTA.
9. **Equity Shares of the Company are now available for dematerialization. Considering the advantages of scripless trading/ demat, shareholders are advised to get their shares dematerialized.**
10. Members / Proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance of the venue before attending the Annual General Meeting. Route map and prominent land mark of venue of Annual general meeting is given in this notice.
11. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holding into one folio.
12. **Provide PAN, Bank details etc.:** Pursuant to SEBI mandates (circular dated 20 April 2018) shareholders mandatorily need to provide to the Company or Share Transfer Agent (STA) their PAN and Bank Account details. If you have not furnished so far, please provide self-attested copy of PAN card, cancelled cheque with bank details. To update your current address, provide self-signed copy of latest address proof (aadhar card, passport, driving license, election voter card or utility bill in the name of sole or first holder. You may visit our website or contact secretarial department of the company for further guidance.
13. No share transfer in physical form: SEBI vide its notification dated 8 June 2018 has amended regulation 40 of SEBI (LODR) Regulation 2015 and accordingly as per the amended regulation transfer of shares or securities shall be mandatory in demat form. Therefore any request for transfer of shares or securities in physical form (transfer deeds with share certificate) is not allowed to accept and process on or after 1 April 2019. In this Regard, Members are requested to dematerialize / demat their shares or securities held in physical form.

14. E-VOTING FACILITY

In compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 & Secretarial Standards - 2 on general meeting, the Members are informed that the Company is providing Remote e-voting facility (e-voting from a place other than venue of Annual General Meeting) as an alternative mode of voting which will enable the members to cast their votes electronically on all the resolutions as mentioned in the notice. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting to the members. The Company has appointed Ms. Tehseen Khatri, of M/s T. F Khatri & Associates, Practicing Company Secretary, as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the meeting in a fair and transparent manner.

For the purpose of dispatch of this Notice, shareholders of the Company holding shares either in physical form or in dematerialized form as on 23 August 2019 has been considered. Any person, who acquire shares of the Company and becomes member of the Company after 23 August 2019 may obtain the login ID and password by sending a request to CDSL at helpdesk.evoting@cdslindia.com or to the Company at solidcontainersltd@gmail.com or to the Registrar and share transfer agents of the company.

The Members whose name appears in the Register of Members/list of Beneficial Owners as received from Depositories as on 20 September 2019 (“cut-off date”) are entitled to vote on the resolutions set forth in this notice. Person who is not a member as on the said date should treat this notice for information purpose only.

For any queries/grievances or guidance for e-voting, members may refer to the ‘Frequently Asked Questions’ (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of CDSL’s E-Voting website: www.evotingindia.com or write an email to helpdesk.evoting@cdslindia.com or Kundan Tanawade at solidcontainersltd@gmail.com.

The remote e-voting period commences on Monday, 23 September 2019 (9:00 a.m.) and ends on Wednesday, 25 September 2019 (5:00 p.m.) During the said period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer’s Report shall be placed on the Company’s website www.solidcontainers.net and on the website of CDSL www.evotingindia.com. Result will be declared forthwith on receipt of the Report of the Scrutinizer.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins and ends as mentioned above. 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 20 September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 8 digits of the sequence number in the PAN field. • In case the sequence 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<p>Dividend Bank Details</p> <p>OR</p> <p>Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 for the relevant <Company Name> on which you choose to vote.
- (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 Resolution details.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or Mr. Kundan Tanawade at solidcontainersltd@gmail.com

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on 23.09.2019 (9:00 a.m.) and ends on 25.09.2019 (5:00 p.m.). 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 20.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or Mr. Kundan Tanawade at solidcontainersltd@gmail.com

15. PROCEDURE OF VOTING AT AGM

Members who have not exercised their votes through remote e-voting are entitled to vote at the annual general meeting. Members who have already casted their vote by remote e-voting

mechanism prior to the annual general meeting are also authorized to attend the meeting but shall not be entitled to cast their vote again at the annual general meeting.

Voting to the resolutions as contained in the Notice shall be conducted also through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting, who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot/poll paper in the Annual General Meeting. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of a scrutinizer appointed for this purpose. Members are required to mention Folio No, DP ID & Client ID No. and number of shares held, etc. on the ballot papers.

16. Particulars of Directors seeking re-appointment:

Relevant particulars of Mr. Ashok Goel who is retiring by rotation and seeking re-appointment are given here below:

Brief Resume, experience & nature of expertise: Mr. Ashok Goel has been associated with the company as a Director since 1983. Mr. Ashok Goel is an experienced businessman who also oversees the management of the Essel Propack Limited and Pan India Paryatan Pvt. Ltd.

Mr. Goel is founder member of the Indian Association of Amusement Parkes and Industries. He has also held position of President of Industry Association like Organization of Plastic Processor of India, Plastic India Foundation etc. Director Identification Number of Mr. Ashok Goel is 00025350

Directorships in other Companies (including Private Companies but excluding Foreign Companies and Section 8 Companies): He holds directorship in Essel Propack Limited, Hermitage Investment & Trading Company Pvt. Ltd., Pan India Paryatan Pvt. Ltd., RKJ Woods Plantation Private Ltd., East India Company (Trading) Private Limited, Hi – Tech Mines & Minerals Pvt. Ltd., Vyoman Management Services Private Limited, Essel World Leisure Pvt. Ltd., Ebix Payment Services Private limited, Vyoman Tradelink India Private Limited, Samrut Trading Private Limited, Hindustan Oil Exploration Company Limited, Esselworld Tourism Infra Private Limited and Adaxial Consultancy Services Private Limited.

Chairman/member of the board committee of other companies: He is a member of Stakeholders Relationship Committee and Chairman of Corporate Social Responsibility Committee of Essel Propack Limited., Member of Corporate Social Responsibility Committee of Pan India Paryatan Pvt. Ltd, Member of Nomination & Remuneration Committee of Hindustan Oil Exploration Company Limited

Number of shares held in the Company: Mr. Ashok Goel holds 49,780 shares of Rs 10/- each.

Date of appointment, meeting attended etc.: He has been a Director of the Company since 29 November 1983. Attendance in Board meetings and other details are given in the Corporate Governance Report.

Relationship with other director, manager and Key Managerial Personnel (KMP): Mr. Ashok Goel; is not related to any other directors, manager and KMP of the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3 and 4 - Reappointment of Independent Directors**

Section 149 of the Companies Act 2013 (the Act) and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the Listing Regulations) *inter alia* prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of upto five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for upto two consecutive terms.

Mr. Mohender Garg and Mr. Sandeep Singh were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act, Rules and Schedule thereunder and Listing Regulations / erstwhile Clause 49 of the Listing Agreement with the stock exchange. Their first term of appointment of five years is being expired on 29 September 2019 and 18 February 2020 respectively.

Nomination and Remuneration Committee and the Board of the Company has considered performance evaluation of every aforesaid directors, their experience, qualifications and contribution made by them during their tenure, appropriate balance of skills, experience and knowledge among the Board members and accordingly recommended reappointment of Mr. Mohender Garg and Mr. Sandeep Singh as Independent Directors for a second term of five consecutive years on the Board of the Company. Continued association of the aforesaid Independent Directors would be beneficial to the Company, guide to the Board and it is desirable to continue to avail their services as independent directors.

While recommending the said appointment, the Board has also considered the relevant criteria, attributes and policy on diversity. Remuneration of the said directors shall as may be determined by the Board and/or shareholders from time to time pursuant to the applicable provision of the Act and Listing Regulations.

In the opinion of the Board, Mr. Mohender Garg and Mr. Sandeep Singh fulfils the conditions for appointment as Independent Director as prescribed in the Act and Listing Regulations and they are independent of the management. If necessary to meet the compliance with the Act or Listing Regulations, the Board may determine the term to the extent permitted as per applicable statutory provision.

Accordingly, it is proposed to reappoint Mr. Mohender Garg and Mr. Sandeep Singh as Independent Directors of the Company, not liable to retire by rotation, and to hold office for second term of five consecutive years on the Board of the Company effective from expiry of the first term.

Profile and other relevant details of the aforesaid Directors are given in the "Report on Corporate Governance" and in this Notice.

Mr. Mohender Garg and Mr. Sandeep Singh neither relatives of each other nor relative of any Director of the Company.

The Company has received declarations from aforesaid Directors that they meet with the criteria of independence as prescribed in Section 149 of the Act and under the Listing Regulations. The Company has received notice from member proposing their reappointment, necessary disclosures, confirmation etc. in relation to the aforesaid appointment pursuant to the applicable provisions of the Companies Act 2013, Rules thereunder and the Listing Regulations.

The Board recommends the Special Resolutions as set out in the Notice in relation to aforesaid matter for approval by the members of the Company.

Mr. Mohender Garg and Mr. Sandeep Singh being appointees are interested in the resolutions as set out in the Notice with regard to their respective appointments. The appointee and their respective relatives may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Except as mentioned above, none of the Directors and key managerial personnel of the Company and their relatives is interested or concerned, financially or otherwise, in the resolutions for the above matter.

Copy of draft letters of appointment of aforesaid Directors setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

This statement may also be regarded as disclosure and compliance under the Listing Regulations and/or applicable statutory provisions.

Item No. 5: Reclassification of authorized share capital and amendments in Memorandum of Association

In order to raise fund to redeem existing preference shares, the Board of Directors of the Company has approved issue of preference shares and keeping in view of the same, it is desirable to restructure the existing authorized share capital in such a manner that provide more flexibility as provided in the Resolution. Existing authorized share capital clause in respect to the preference shares is very specific which would limit the flexibility and accordingly, in order to facilitate issue of preference shares with such terms as may be circumstances warrant or may be agreed with investor, it is desirable to reclassify the authorized share capital and authorize the Board to determine the terms of the preference shares as may be necessary time to time.

The Board recommends the resolution set out in Resolution at item no. 5 of the AGM Notice for your approval by way of Special Resolution.

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 directorships and shareholding in the bodies corporates/person in which investments may be made or loans/guarantees may be given or securities may be provided pursuant to this Special Resolution.

Item No. 6: Issue of Fresh Preference Shares

The Company had issued 80,00,000, 12% Redeemable Cumulative Preference shares of Rs. 10/- each fully paid up redeemable during twenty years. Said preference shares due for redemption however the Company is not able to redeem the same out of profit since there is no profit and accordingly the Board of the Company is of the views that the said preference shares should be redeemed by issue of fresh shares and proceeds of the fresh issue shall be issued to redeem of the said preference shares which is permitted under section 55 of the Companies Ac 2013.

The Board has approved the issue of the Preference Shares with objective to redeem the existing preference shares which are due for redemption.

The following shall be the material facts and terms of the Preference Shares.

- a) The size of the issue and number of preference shares to be issued and nominal value of each share: 80,00,000 Preference Shares of face value of Rs. 10 each, valuing in aggregate of Rs. 8,00,00,000/-
- b) The nature of such shares *i.e.* cumulative or non-cumulative, participating or nonparticipating, convertible or non-convertible: The Preference Shares shall be non-cumulative, non-participating and non-convertible.
- c) The objectives of the issue: object of the issue of the Preference Shares is to enable the company to raise fund to redeem the existing preference shares of the same amount.

- d) The manner of issue of shares: The Preference shares are proposed to be issued on private placement basis.
- e) The price at which such shares are proposed to be issued: at face value of Rs. 10 each and without premium.
- f) The basis on which the price has been arrived at: The Preference Shares shall be issued at face value keeping in view the present preference shares and specific requirement of the Company.
- g) The terms of issue, including terms and rate of dividend on each share and other terms: The Preference Shares shall carry dividend of 1% of face value on non-cumulative basis and other terms shall be as decided by the Board.
- h) The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion: The Preference Shares shall be redeemed at par or at face value at the option of the holder thereof or the Company at any time during 20 years from the date of allotment.
- i) The manner and modes of redemption: as per provisions of the Companies Act 2013.
- j) The expected dilution in equity share capital upon conversion of preference shares: Not applicable.

The special resolution seeks to approve and empower the Board for issue and allot the Preference Shares, in accordance with the provisions of the Companies Act 2013 and applicable laws.

The Board of Directors believes that raising of fund through the Private Placement as set out in the Resolution and herein is in the interest of the Company and therefore recommends the special resolution for your approval.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares being allotted to or held in the company by them or their relatives or any entity in which they may be deemed to be concerned or interested.

By order of the Board of Directors
For **Solid Containers Limited**

12 August 2019, Mumbai

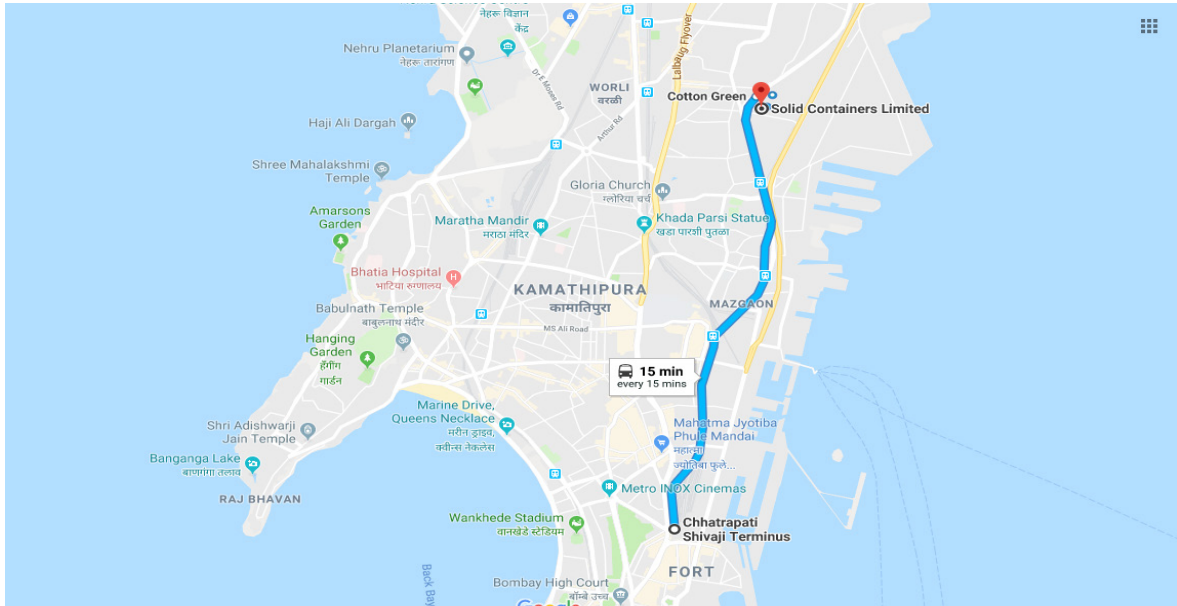
Kundan Tanawade
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Name of Directors	Mohender Garg	Sandeep Singh
Director Identification Number	00426642	02814440
Nationality	Indian	Indian
Date of Birth	30 August 1963	01 July 1971
Qualifications	Bachelor of Commerce	Post-Graduation in rural development, Specialized in Media Planning and General Business Management from the Indian Institute of Management (IIM), Bangalore and is certified to be an Independent Director from the Institute of Directors.
Experience / expertise in functional field and brief resume	Mr. Mohender Garg has a rich experience in the Manufacturing Industry and dealing with Export and Import related matters.	Mr. Sandeep Singh is a, Specialized in Media Planning and General Business Management and has experience of over 30 years in the various fields.
No. of shares held in the Company	Nil	Nil
Directors in other companies	<ol style="list-style-type: none"> 1) Vyoma Ispat Pvt. Ltd. 2) Evergreen Interiors Pvt. Ltd. 3) K.C. Ferro & Rerolling Mills Pvt. Ltd. 4) Vyoma Overseas Pvt. Ltd. 5) Vyoma Exim Pvt. Ltd. 6) Aqualand (India) Ltd. 7) Wonder Signs Pvt. Ltd. 8) Fairplay Properties Pvt. Ltd. 	<ol style="list-style-type: none"> 1) Bhageria Industries Ltd. 2) Navkar Corporation Ltd. 3) The Byke Hospitality Ltd.
Chairman / member of the board committee of other companies	Nil	Member in Audit Committee and Stakeholders Relationship Committee of of The Byke Hospitality Ltd.
Date of appointment, meetings attended and remuneration	30 September 2014	19 February 2015
Relationship with other director, manager and KMP	Nil	Nil

ROUTE MAP/DIRECTION TO REACH AT THE VENUE AT AGM

Railway Map - CST to Reay Road



Road Map - CST to Reay Road





SOLID CONTAINERS LIMITED

Regd. Off.: 2006, Fossberry Road, Near ICI Limited, Reay Road (E), Mumbai - 400033

Phone: +91 2224819067 / 7506029866, Website : www.solidcontainers.net

Corporate Identity Number: L28100MH1964PLC013064

ATTENDANCE SLIP

54TH ANNUAL GENERAL MEETING – 26 September 2019 AT 10:00 A.M.

Name of the Member(s) :

Registered address :

Seq. No.:

E-mail ID :

Folio No./DP ID-client ID :

No. of Shares :

I/We certify that I/We am/are the registered Member(s)/proxy for the registered Member(s) of the Company.

I/We hereby record my/our presence at the 54th ANNUAL GENERAL MEETING of the Company at the Registered Office at 2006, Fossberry Road, near ICI Limited, Reay Road (E), Mumbai – 400033, Maharashtra, India on Thursday, 26 September 2019 at 10:00 a.m.

Note: Please complete this slip and hand it over at the entrance of the Meeting venue.

Member's/Proxy's Signature

The website for remote e-Voting is: www.evotingindia.com. Remote e-Voting particulars for the 54th Annual General meeting are as below:

EVSN (Electronic Voting Sequence Number)	User ID	Password
190814021	*	*

*Please refer to the e-Voting instructions provided in Pg. Nos. 07 to 9 of the Notice to Shareholders for login credentials.

FORM NO. 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]

CIN:	: L28100MH1964PLC013064
Name of the Company	: Solid Containers Limited
Registered Office	: 2006, Fossberry Road, Near ICI Limited, Reay Road (E), Mumbai – 400033, Maharashtra, India
Name of the Member(s)	:
Registered address	:
E-mail ID	:
Folio No./DP ID-client ID	:

I/We, ----- being the Member(s) of ----- shares of the above named company, hereby appoint.

1. Name	Address	Signature : _____ or failing him
E-mail Id		
2. Name	Address	Signature : _____ or failing him
E-mail Id		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 54th Annual General Meeting of the Company, to be held on Thursday, 26 September 2019 at 10:00 a.m. at the Registered Office at 2006, Fossberry Road, Near ICI Limited, Reay Road (E), Mumbai - 400033 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Optional *	
		For	Against
Ordinary Business			
1	To consider and adopt the Audited Financial Statements of the Company, including Balance Sheet as at 31 March 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Ashok Goel (holding DIN-00025350), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
3	To re-appoint Mr. Mohender Garg as an Independent Director		
4	To re-appoint Mr. Sandeep Singh as an Independent Director		
5	Reclassification of authorized share capital and amendment in Memorandum of Association		
6	Issue of Preference Shares by way of Private Placement		

Signed this _____ day of _____ 2019

Signature of Member :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp of
₹ 1

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the scheduled time for the commencement of the Meeting. Please complete all details including details of Member(s) in above box before submission.

2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 54th Annual General Meeting.

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.