

## SOLID CONTAINERS LIMITED

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### NOTICE

Regd. Off : 2006, Fossberry Road, Near ICI limited, Reay Road (E), Mumbai, Maharashtra - 400 033, India,

Phone: +91-22-2481-9061 Website: www.solidcontainers.net

Corporate Identity Number: L28100MH1964PLC013064

**NOTICE** is hereby given that the Fiftieth Annual General Meeting of the members of **SOLID CONTAINERS LIMITED** will be held on **Wednesday, September 30, 2015 at 11.00 a.m.** at Company's Registered Office at 2006, Fossberry Road, Near ICI Limited, Reay Road (E), Mumbai - 400 033, to transact the following business :

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and the Report of the Directors' and the Auditor's 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.
3. To re-appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Company hereby ratifies the appointment of M/s. MGB & Co., LLP, Chartered Accountants (Registration No. 101169W/W-100035) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16, at a remuneration as may be decided by the Board of Directors."

By Order of the Board of Directors  
**FOR SOLID CONTAINERS LIMITED**

Place : Mumbai  
Date : May 29, 2015

**ASHOK GOEL**  
**DIRECTOR**

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME FOR COMMENCEMENT OF THE MEETING. 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 carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. The relevant details of Director seeking re-appointment under item no. 2 above as required under clause 49 of the Listing Agreement with the Stock Exchange is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 25, 2015 to Wednesday, September 30, 2015 (both days inclusive).

4. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during office hours between 10.00 a.m. to 5.00 p.m. on all working days except Saturdays up to the date of 50<sup>th</sup> Annual General Meeting of the Company.
5. 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.
6. Members/proxy holders are requested to bring their copy of Annual Report and attendance slip duly signed so as to avoid inconvenience at the Annual General Meeting.
7. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send the Company a certified copy of the relevant Board resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the meeting.
8. Voting through electronic means:
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read along with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement with the Stock Exchange, the Company is pleased to provide Members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on Sunday, September 27, 2015 (9:00 a.m.) and ends on Tuesday, September 29, 2015 (5:00 p.m.). During this period Members of the Company, holding shares of the Company as on September 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. The process and manner for remote e-voting is as under:
    - (i) User id and password for e-voting is provided in loose leaflet circulated along with the Annual Report.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>.
    - (iii) Click on Shareholder - Login.
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Name of the company".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

## Annual Report 2014 - 2015

- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csdiptirathi@gmail.com with a copy marked to evoting@nsdl.co.in.
- VI In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e September 23, 2015.
- X Any person, who acquires shares of the Company and becomes member of the Company after September 04, 2015, i.e. the date of Benpos (Beneficiary Owners Position) considered for dispatch of the notice and holding shares as on the cut-off date i.e. September 23, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/ Registrar and Transfer Agents.
- XI A person, whose name is recorded in the register of members as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
- XII Ms. Dipti Nagori of M/s. Dipti Nagori & Associates, Practising Company Secretary, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the remote e-voting process as well as voting by way of ballot, in a fair and transparent manner.
- XIII The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- XIV The Scrutinizer will after the conclusion of voting at the Annual General Meeting , will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV The results declared alongwith the report of the Scrutinizer will be placed on the website of the Company viz. [www.solidcontainers.net](http://www.solidcontainers.net) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchange where the shares of the Company are listed.

By Order of the Board of Directors  
**FOR SOLID CONTAINERS LIMITED**

Place : Mumbai  
Date : May 29, 2015

**ASHOK GOEL**  
**DIRECTOR**

**ADDITIONAL INFORMATION ON DIRECTOR BEING RE-APPOINTED AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE.**

<b>Particulars</b>	Re-appointment
<b>Name</b>	Mr. Ashok Goel
<b>Appointed/Re-appointed</b>	Re-appointment
<b>Age</b>	53 years
<b>Experience</b>	<p>Mr. Ashok Goel has been associated with the Company as a Director since 1983. Mr. Goel is an experienced businessman who also oversees the management of the Essel Group Companies; viz., Essel Propack Limited, Essel World and Water Kingdom.</p> <p>Mr. Goel is founder member of the Indian Association of Amusement Parks and Industries. He has also held position of President of Industry Associations like Organisation of Plastic Processor of India, Plastindia Foundation etc.</p>
<b>Qualification</b>	Bachelor of Commerce
<b>List of Companies in which outside Directorship held (excluding private companies, foreign companies and Section 8 Companies)</b>	Essel Propack Limited, Itz Cash Card Limited, ItzCash Payment Solutions Limited.
<b>Chairman / Member of the Committees of the Board of other Companies.</b>	Member of Stakeholders' Relationship Committee of Essel Propack Limited.
<b>Shareholding in the Company (No. of shares)</b>	49,780 equity shares of face value of Rs. 10 each.