

HARDOLI PAPER MILLS LIMITED

“Krishna Kunj”, First Floor, Bhavsar Chowk, C.A. Road,
NAGPUR – 440 002. PH. 2770968, 2733846, 2770168
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NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of **Hardoli Paper Mills Limited** will be held at the Registered Office of the Company situated at Krishna Kunj, First Floor, Bhavsar Chowk, Central Avenue, Nagpur-440032., on Wednesday, the 21th August, 2024 at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Anilkumar M. Lakhotiya (DIN: 00367361)** who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. KAILASHCHANDRA P. AGRAWAL (DIN: 00367292) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under, read with Section II, Part II of Schedule V of the Act (including any statutory modification(s) or re-enactment (s) thereof), consent of the members be and is hereby accorded for re-appointment of **Mr. Kailashchandra P. Agrawal (DIN: 00367292)** as Whole-time Director of the Company for a period of 3 years with effect from 1st April 2024 on a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) per month and whose office shall be liable to retire by rotation.

“RESOLVED FURTHER THAT in the event of continuation of inadequacy of profit or no profit, the remuneration and perquisites as mentioned shall be paid as minimum remuneration to Mr. Kailashchandra P. Agrawal subject to the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or any other applicable provisions for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things , as it may in its discretion deem necessary, expedient or proper to give effect to these resolution and to settle any questions , difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by authority of this resolution.”

4. RE-APPOINTMENT OF MR. ANILKUMAR M. LAKHOTIYA (DIN: 00367361) AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under, read with section II, Part II of Schedule V of the Act (including any statutory modification(s) or re-enactment (s) thereof), consent of the members be and is hereby accorded for re-appointment of **Mr. Anilkumar M. Lakhotiya (DIN: 00367361)** as Managing Director of the Company for a period of 3 years with effect from 1st April 2024 on a remuneration of Rs. 1,10,000/- (Rupees one Lakh Ten Thousand Only) per month and whose office shall be liable to retire by rotation.

“**RESOLVED FURTHER THAT** in the event of continuation of inadequacy of profit or no profit, the remuneration and perquisites as mentioned shall be paid as minimum remuneration to Mr. Anilkumar M. Lakhotiya subject to the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or any other applicable provisions for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things , as it may in its discretion deem necessary, expedient or proper to give effect to these resolution and to settle any questions , difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by authority of this resolution.”

5. RE-APPOINTMENT OF MR. JARNAILSINGH G. SAINI AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS.

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under, read with section II, Part II of Schedule V of the Act (including any statutory modification(s) or re-enactment (s) thereof), consent of the members be and is hereby accorded for re-appointment of **Mr. Jarnailsingh G. Saini (DIN: 00367656)** as Whole-time Director of the Company for a period of 3 years with effect from 1st April 2024 on a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) per month and whose office shall be liable to retire by rotation.

“RESOLVED FURTHER THAT in the event of continuation of inadequacy of profit or no profit, the remuneration and perquisites as mentioned shall be paid as minimum remuneration to Mr. Jarnailsingh G. Saini subject to the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or any other applicable provisions for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things , as it may in its discretion deem necessary, expedient or proper to give effect to these resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by authority of this resolution.”

6. RE-APPOINTMENT OF MR. OMPRAKASH D. RATHI AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under, read with section II, Part II of Schedule V of the Act (including any statutory modification(s) or re-enactment (s) thereof), consent of the members be and is hereby accorded for re-appointment of **Mr. Omprakash D. Rathi (DIN:00895316)** as Whole-time Director of the Company for a period of 3 years with effect from 26th July 2024, on a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) per month and whose office shall be liable to retire by rotation.

“RESOLVED FURTHER THAT in the event of continuation of inadequacy of profit or no profit, the remuneration and perquisites as mentioned shall be paid as minimum remuneration to Mr. Omprakash D. Rathi subject to the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or any other applicable provisions for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things , as it may in its discretion deem necessary, expedient or proper to give effect to these resolution and to settle any questions , difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by authority of this resolution.”

7. To approve the Related Party Transaction with M/s. Radhika Sales Corporation u/s 188 of the Companies Act, 2013:

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 Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read the Company’s policy on Related Party transaction(s) and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Radhika Sales Corporation, a related party within the meaning of Section 2(76) of the Act for sale of finished goods during the financial year 2024-25, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 1400.00 Lakhs (Rupees One Thousand Four Hundred Lakhs), provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board
For Hardoli Paper Mills Limited**

**Date : 12th July, 2024
Regd. Off: Krishna Kunj, 1st Floor,
Bhavsar Chowk, Nagpur 440032**

**sd-
Anilkumar M. Lakhotiya
Managing Director
(DIN: 00367361)**