



# PLANTER'S POLYSACKS LIMITED

**Date: 18/05/2023**

**PPL/SE/2023-24**

**To,**  
**The Department of Corporate Services,**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai -400 001

**Scrip ID: ZPPOLYSA**  
**Scrip Code: 523105**

**Sub: Revised Notice of the Annual General Meeting of the Company for the Financial Year  
2022-23**

Dear Sir,

We hereby submit the revised notice of the 38<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2022-23, which will be held on Friday, 09<sup>th</sup> June, 2023 at 02:00 P.M. at the registered office of the Company.

You are kindly requested to take note of the above.

Thanking you

Yours faithfully,

**For, Planter's Polysacks Limited**

**Jignesh Kumar Patel**  
**Managing Director**  
**DIN: 05257911**

**Registered Office:** Office No. 496, Gavdevi Mandir, Ghansoli Village, Offsite Ghansoli Gaon, Post Office, Ghansoli, Navi Mumbai, Thane, Maharashtra-400706, India

**Tel. No.:** 022-2781 2035 **Email:** [planters1111@gmail.com](mailto:planters1111@gmail.com)

**Website:** [www.planterpolysacks.com](http://www.planterpolysacks.com)

**CIN:** L19129MH1985PLC243116



# PLANTER'S POLYSACKS LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 38<sup>th</sup> Annual General Meeting of the Members of M/s Planter's Polysacks Limited ("the Company") will be held on Friday, 09<sup>th</sup> June, 2023 at 02:00 PM at the registered office of the company situated at Office No. 496, Gavdevi Mandir, Ghansoli Village, Offsite Ghansoli Gaon, Post Office, Ghansoli, Navi Mumbai, Thane, Maharashtra-400706, India to transact the following businesses:

### Ordinary Business:

**Item No 1: To consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2023 and reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:**

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**Item No 2: To appoint a Director in place of Mr. Jignesh Kumar Patel (DIN: 05257911), who retires by rotation and being eligible offers himself for re-appointment and in this regard to pass the following resolution as Ordinary Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jignesh Kumar Patel (DIN: 05257911), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company at this meeting."

**Item No 3: To appoint M/s. J Singh & Associates as the auditor of the Company to fill the casual vacancy and in this regard to pass the following resolution as Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on Friday, May 12, 2023, M/s. J Singh & Associates, Chartered Accountants, (Firm Registration No: 110266W), be and is hereby appointed as statutory auditor of the company for the financial year 2023-24 to fill casual vacancy caused by resignation of M/s. MNT and Associates LLP, Chartered Accountants, (Firm Registration No: W100115);

**"RESOLVED FURTHER THAT** M/s. J Singh & Associates, Chartered Accountants, (Firm Registration No. 110266W, be and is hereby appointed as statutory auditor of the company for the financial year 2023-24, from the conclusion of this Annual General Meeting till the next Annual General Meeting of the company and that he shall be eligible for re-appointment in the next Annual General Meeting of the company to be held in the year 2024, and that they shall conduct the statutory

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audit for the period ended 31<sup>st</sup> March, 2024, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**Special Business:**

**Item No 4: To Alter the Main Object clause of Memorandum of Association of the Company:**

To consider and, if thought fit, to pass, with or without modification(s), the following Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules and Regulations made thereunder, including any statutory modification (s) or re-enactment (s) thereto for the time being in force, and subject to such approvals, permission and sanctions of Registrar of Companies, appropriate authorities, department or bodies as and to the extent necessary, consent of members of the Company be and is hereby accorded for amendment in the existing Object clause of the Memorandum of Association (MoA) of the company in the following manner:

Clause III (A) of MoA be altered and substituting by the below clause:

1. To prepare, manufacture, process, market, trade, import, export, improve, sell and deal in all kinds of agro/agri/food products including but not limited to spices, oil seeds, grains, vegetables, herbs, pickles and other items derived from agricultural, farming or relevant activities.

**“RESOLVED FURTHER THAT** any of the director of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

**Item No. 5. To change name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company:**

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 4(4), 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rule, 2014 and Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and applicable rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of shareholders of the Company be and is hereby accorded for change of name of the Company from **“Planter's Polysacks Limited”** to **“Cropster Agro Limited”** or **“PPL Agro Limited”** or such other name as may be approved by Central Registration Centre.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name **“Planter's Polysacks Limited”** as appearing in Name Clause of the Memorandum of Association of the Company and

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wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name “**Cropster Agro Limited**” or “**PPL Agro Limited**” or such other name as may be approved by Central Registration Centre.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate letter (s) of Authority to appear before the office of the Registrar of Companies (RoC) and to settle and finalize all issue that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

**RESOLVED FURTHER THAT** Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is “**Cropster Agro Limited**”

**RESOLVED FURTHER THAT** the extant name of the Company wherever appearing in the Memorandum and Article of Association be changed accordingly.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”

**Item No 6: To Shift the Registered office of the Company from State of Maharashtra to State of Gujarat:**

To consider and, if thought fit, to pass, with or without modification(s), the following Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 12, 13 and any other provisions applicable, if any, of the Companies Act, 2013 read with rules made thereunder (“the Act”) and the relevant provisions of the Articles of Association of the Company, and subject to approval of the Central Government and such other approval(s), permission(s), sanction(s) and condition(s) as may be required from time to time under the provisions of the Act or under any other law for the time being in force, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra (i.e. Office No. 496, Gavdevi Mandir, Ghansoli Village, Offsite Ghansoli Gaon, Post Office, Ghansoli, Navi Mumbai, Thane, Maharashtra-400706, India) to State of Gujarat (i.e. 203, Abhishek Complex, B/h Navgujarat College, Ashram Road, Ahmadabad City, Gujarat-380013, India) and existing Clause II of the Memorandum of Association of the Company be substituted and replaced by the following clause.

II. The Registered Office of the Company will be situated in the State of Gujarat.

“**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from Office No. 496, Gavdevi Mandir, Ghansoli Village, Offsite Ghansoli Gaon, Post Office, Ghansoli, Navi Mumbai, Thane, Maharashtra-400706, India to 203, Abhishek Complex, B/h Navgujarat College, Ashram Road, Ahmadabad City, Gujarat-380013, India.”

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**“RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, filings, submissions, matters and things as deemed necessary and to sign/ execute and file/ submit all such documents, instruments, writings and returns with the Registrar of Companies (RoC) and any other statutory authority (ies), for the purpose of giving effect to this resolution with requisite professional assistance.

**Item No 7: To issue the equity shares on preferential basis:**

To consider and, if thought fit, to pass, with or without modification(s), the following Special Resolution:

**RESOLVED THAT**, pursuant to the provisions of the Companies Act, 2013 including Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“ICDR Regulations”), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/or any other statutory / regulatory authority in India, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose, if any) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot, from time to time and in one or more tranches, upto 1,18,60,000 (One Crore Eighteen Lakhs Sixty Thousands) no. of equity shares for Cash at a proposed price of INR 10/- (Indian Rupees Ten) per equity share to below mentioned proposed allottees by way of a Preferential allotment, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

Sr. No.	Name of the proposed Allottee	No. of Equity shares to be allotted	PAN	Category
1.	Rohitkumar Kanaiyalal Dataniya	575000	IMJPD9550B	Non-promoter
2.	Mistry Ruchik Chandrakant bhai	575000	BVQPM4236A	Non-promoter
3.	Zala Vishnuji Gobarsangh	575000	ADRPZ0395F	Non-promoter
4.	Mahendra Zala	575000	ADVPM7830R	Non-promoter
5.	Rishikumar Gosai	575000	BPJPG9703H	Non-promoter
6.	Prutviraj Chhanabhai Zala	550000	AAZPM7607H	Non-promoter
7.	Jaydeep Mishra	550000	BKQPM2567K	Non-promoter
8.	Panchal Jayesh Jayantilal	550000	FUHPP8168N	Non-promoter

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9.	Veggie Fest Foods Private Limited	595000	AAHCV8411G	Non-promoter
10.	Kamlesh Kanojiya	550000	CHQPK4684M	Non-promoter
11.	Nitin Godha	550000	AJYPG9200F	Non-promoter
12.	Shivang Navinchandra Nayak	575000	CSWPN2210B	Non-promoter
13.	Naynaben B Shah	575000	DMPPS3466Q	Non-promoter
14.	Jainam Finserve Private Limited	590000	AACCJ9686N	Non-promoter
15.	Chandrima Mercantiles Limited	595000	AABCC1666J	Non-promoter
16.	Kamini Kandhan Mudaliar	150000	BEMPM3568N	Non-promoter
17.	Kandhan Rajaram Mudaliyar	200000	CLHPM8527N	Non-promoter
18.	Kandan Mudaliar HUF	150000	AAJHK7705F	Non-promoter
19.	Baljeetkaur Bramin	575000	EJPK2417K	Non-promoter
20.	Pionex Agricom Private Limited	575000	AALCP8105B	Non-promoter
21.	Siddesh Arora	575000	BQIPA1035J	Non-promoter
22.	Raju Mahavar	555000	CXTPM3326H	Non-promoter
23.	Rahul Shankarlal Nim	525000	AHDPN6538N	Non-promoter

**RESOLVED FURTHER THAT** the aforesaid equity shares so issued shall rank pari passu with the existing equity shares of the company in all respects.

**RESOLVED FURTHER THAT** in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall 10<sup>th</sup> May, 2023, being the date 30 days prior to the date of Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Investor be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares immediately after the passing of this Resolution with a stipulation that the allotment would be made upon receipt of in-principle approval from the stock exchange i.e. BSE Limited.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investor for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations. The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

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**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution;

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

**Item No 8: To appoint Mr. Jignesh Kumar Patel (DIN: 05257911) as a Managing Director of the company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161, 196, 197, 203, 2 (51), Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereto), and recommendation of the Nomination & Remuneration Committee, Mr. Jignesh Kumar Patel [DIN: 05257911], who was appointed as the Managing Director of the Company for the period of 5 consecutive years w.e.f. 29<sup>th</sup> December, 2022 and in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, he and hereby appointed as a Managing Director of the Company, liable for retire by rotation.”

**Item No 9: To Regularize an additional Independent Director, Ms. Nilam Viren Makwana (DIN: 09210336) as an Independent Director of the company:**

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

**RESOLVED THAT** pursuant to provision of Section 149, 150, 152 read with Schedule IV the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the

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Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Nilam Viren Makwana (DIN: 09210336) who was appointed as an Additional Director under the category of Independent Director of the Company w.e.f. 24<sup>th</sup> January, 2023 in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, he and hereby appointed as an Independent Director of the Company, not liable for retire by rotation to hold office for five (5) consecutive years for the maximum period up to 23<sup>rd</sup> January, 2028"

**Item No 10: To Regularize an additional Independent Director, Ms. Vishakha D Shah (DIN: 09711526) as an Independent Director of the company:**

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

**RESOLVED THAT** pursuant to provision of Section 149, 150, 152 read with Schedule IV the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Vishakha D Shah (DIN: 09711526) who was appointed as an Additional Director under the category of Independent Director of the Company w.e.f. 24<sup>th</sup> January, 2023 in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, he and hereby appointed as an Independent Director of the Company, not liable for retire by rotation to hold office for five (5) consecutive years for the maximum period up to 23<sup>rd</sup> January, 2028"

**Item No 11: To Regularize an additional Non-Executive Director, Mr. Nishikant Gothwal (DIN: 09772275) as a Non-Executive Director of the company:**

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

**RESOLVED THAT** pursuant to provision of Section 161 read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Nishikant Gothwal (DIN: 09772275) who was appointed as an Additional Director under the category of Non-executive Director of the Company w.e.f. 06<sup>th</sup> March, 2023 in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing

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under section 160 of the Act proposing his candidature for the office of the Director, he and hereby appointed as an Non-executive Director of the Company, liable for retire by rotation."

**Item 12: To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 (as amended or re-enactment from time to time) and other applicable provisions, if any consent of the Members of the Company be and is hereby accorded to sell, mortgage and/or charge any of its movable and /or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking (s) on the such terms and conditions at such time (s) and in such form and manner, and with such ranking as the priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company’s any one or more of the undertaking or all of the undertaking of the Company in favour of any bank (s) or body (ies) corporate or person (s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding INR 10 Crores (Indian Rupees Ten Crores only) at any point of time.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**Item 13: To increase Borrowing Powers of the Board of Directors pursuant to Section 180(1)(C) of the Companies Act, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (C) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, including any statutory modification (s) thereto, and the consent of the Members of the Company be and is hereby accorded to borrow money, as and when required, from bank (s), financial institution (s), foreign lender (s), any body corporate entity (ies), authority (ies) through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any, apart from temporary loans obtained from the Company’ bankers in ordinary course of business, may exceed the aggregate of the paid-up-capital of the Company and its free reserves and securities premium (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed of INR 10 Crores (Indian Rupees Ten Crores only) on such terms and conditions as may be decided by the Board from time to time.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

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**Item 14: To take consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate:**

To consider and, if thought fit, to pass, with or without modification(s), the following Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no. 11 & 13 of the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals, consents, sanctioned and permission of the appropriate authorities, department or bodies as may necessary, the consent of the Members of the Company be and is hereby accorded to grant loans or make investment or provide security or guarantee in for an amount (s) exceeding 60% of paid up capital, free reserves and securities premium account or 100% of free reserves and security premium account, whichever is more, but not exceeding INR 10 Crores (Indian Rupees Ten Crores only), on such terms and conditions as may be decided by the Board from time to time.

**“RESOLVED FURTHER THAT,** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By Order of the Board  
For, Planter's Polysacks Limited**

Sd/-

**Jignesh Kumar Patel  
Managing Director  
DIN: 05257911**

**Date:** 12<sup>th</sup> May, 2023

**Place:** Mumbai

**Registered Office:** Office No. 496, Gavdevi Mandir, Ghansoli Village, Offsite Ghansoli Gaon, Post Office, Ghansoli, Navi Mumbai, Thane, Maharashtra-400706, India

**Tel. No.:** 022-2781 2035 **Email:** [planters1111@gmail.com](mailto:planters1111@gmail.com) **Website:** [www.planterspolysacks.com](http://www.planterspolysacks.com)

**CIN:** L19129MH1985PLC243116

## Notes to Annual General Meeting

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of Meeting. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. However, 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 a proxy for any other or shareholders. A proxy form is attached herewith.
2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business given in the Notice of the Annual General Meeting (AGM) is annexed hereto and forms part of this notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, June 03, 2023 to Friday, June 09, 2023 (both days inclusive).
4. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting.
5. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Link Intime India Pvt. Ltd. or to their depository participants in case shares are held in depository form.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The Securities and Exchange Board of India (SEBI) vide has mandated the submission of Permanent Account Number (PAN) and other KYC details by every participant in securities market. Members are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company/RTA.
8. In terms of the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is providing the facility to its members as on cut-off date, being Friday, 02 June, 2023 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of remote e-voting along with the User ID and Password are being mentioned herein below.

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9. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
10. 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 at the Meeting.
11. Notice of the AGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members, who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice will also be available on the Company's website of the Company [www.planterspolysacks.com](http://www.planterspolysacks.com) for their download.
12. As per regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to converting their holdings to dematerialized form.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates nominations, power of attorney, bank details to their Depository Participant's in Case the shares are held by them in electronic form and to Link Intime India Private Limited (RTA) in case the shares are held by them in physical form.
14. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
15. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
16. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decide for the purpose, being 02-06-2023, may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
17. Once the vote on a resolution is cast by the members, the member shall not be allowed to change is subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
18. Member who has not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company.

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**The Instructions of Shareholders for Remote E-Voting are as under:**

- (i) The voting period begins on 06-06-2023 (9:00 A.M. IST) and ends on 08-06-2023 (5.00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 02-06-2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have cast their vote by e-voting may also attend the meeting but shall not be entitled to cast their vote again. The facility for voting through e-voting voting system shall be also made available during the Meeting.
- (iii) The Company has engaged the services of Central Depository Services Limited ("CDSL") as the agency to provide e-voting facility.
- (iv) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- (v) The Board of director of the Company has appointed M/s. Dharti Patel & Associates, Practicing Company Secretary, as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and she has communicated her consent to be appointed as Scrutinizer.

**Information and instructions relating to E-voting:**

**A. Applicable only for Individual members holding securities in Demat form.**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in Demat mode are allowed to vote through their demat accounts/ websites of Depositories / Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

**I. Individual Members (holding securities in demat mode) with CDSL:**

**1. Existing user who have opted for Easi/Easiest:**

- i. URL: <https://web.cdslindia.com/myeasi/home/login> or URL: [www.cdslindia.com](http://www.cdslindia.com)
- ii. Click on New System Myeasi.
- iii. Login with user id and password.
- iv. Option will be made available to reach eVoting page without any further authentication.
- v. Click on e-Voting service provider name to cast your vote.

**2. User not registered for Easi/Easiest:**

- i. Option to register is available at <https://web.cdslindia.com/myeasi/Registration> East Registration.

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- ii. Proceed with completing the required fields.

### **3. By visiting the e-Voting website of CDSL:**

- i. URL [www.cdslindia.com](http://www.cdslindia.com).
- ii. Provide demat Account Number and PAN No.
- iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account

After successful authentication, user will be provided links for the respective ESP where the eVoting is in progress.

## **II. Individual Members (holding securities in demat mode) login through their depository participants.**

Individual Member can also login using the login credentials of his/her demat account through his/her Depository Participant registered with CDSL for e-Voting facility. Once login, the member will be able to see e-Voting option. Click on e-Voting option the member will be redirected to CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and the member will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.

### **Help lines for login issues:**

Members can use the following helplines of CDSL to retrieve User ID/ Password in case they forget User ID and Password:

### **Members facing any technical issue- CDSL:**

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 22- 23058542-43/ 1800225533.

## **III. Individual Shareholders holding securities in demat mode with NSDL:**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS eServices, option to register is available at <https://eservices.nsdl.com> Select “Register Online for IDeAS “Portal or click at [https://eservices.nsdl.com/SecureWeb/IdeasDirectR\\_eg.jsp](https://eservices.nsdl.com/SecureWeb/IdeasDirectR_eg.jsp).

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- 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
- 5) Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

**B. Applicable for Non-Individual members and members holding shares in physical form:**

Non-individual shareholders viz Mutual Funds, Foreign Portfolio Investors, Banks/Financial Institutions, Insurance Companies, Bodies Corporates etc. and shareholders holding physical shares can directly login through [www.cdslindia.com](http://www.cdslindia.com) for casting votes during the e-voting period. Procedure and Instructions for remote e-voting are as under:

- a. Initial password is provided in the body of the email.
- b. Launch internet browser and type the URL: [www.edslindia.com](http://www.edslindia.com) in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with [www.cdslindia.com](http://www.cdslindia.com) for e-voting, use your existing User ID and password for casting your votes.
- d. After entering the details appropriately, click on LOGIN.
- e. You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT i.e. Planters Polysacks Limited.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting / dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio/ demat account.

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- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- k. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also 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 at [csdhartipatel@gmail.com](mailto:csdhartipatel@gmail.com) with a copy marked to [planters1111@gmail.com](mailto:planters1111@gmail.com) on or before 5 PM of 08 June, 2023.
19. The Scrutinizer shall immediately after the conclusion of AGM verify and count the votes casted at AGM and unblock the votes of e-voting in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
20. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company, [www.evotingindia.com](http://www.evotingindia.com) i.e. service provider within prescribed period and submitted to the Stock Exchange
21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022, Notice of the AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members whose email address are registered with the Company Depository Participants Member may note that the Notice of AGM and the Annual Report 2022-23 has been uploaded on the website of the Company. The Notice can also be assessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

Attendance Slip at the Registration Counter of venue of Annual General Meeting for registration of email address for receiving notice/documents.

**By Order of the Board  
For, Planter's Polysacks Limited**

**Jignesh Kumar Patel  
Managing Director  
DIN: 05257911**

**Date:** 12<sup>th</sup> May, 2023  
**Place:** Mumbai

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## Route map

### Registered office

#### **M/s. Planter's Polysacks Limited**

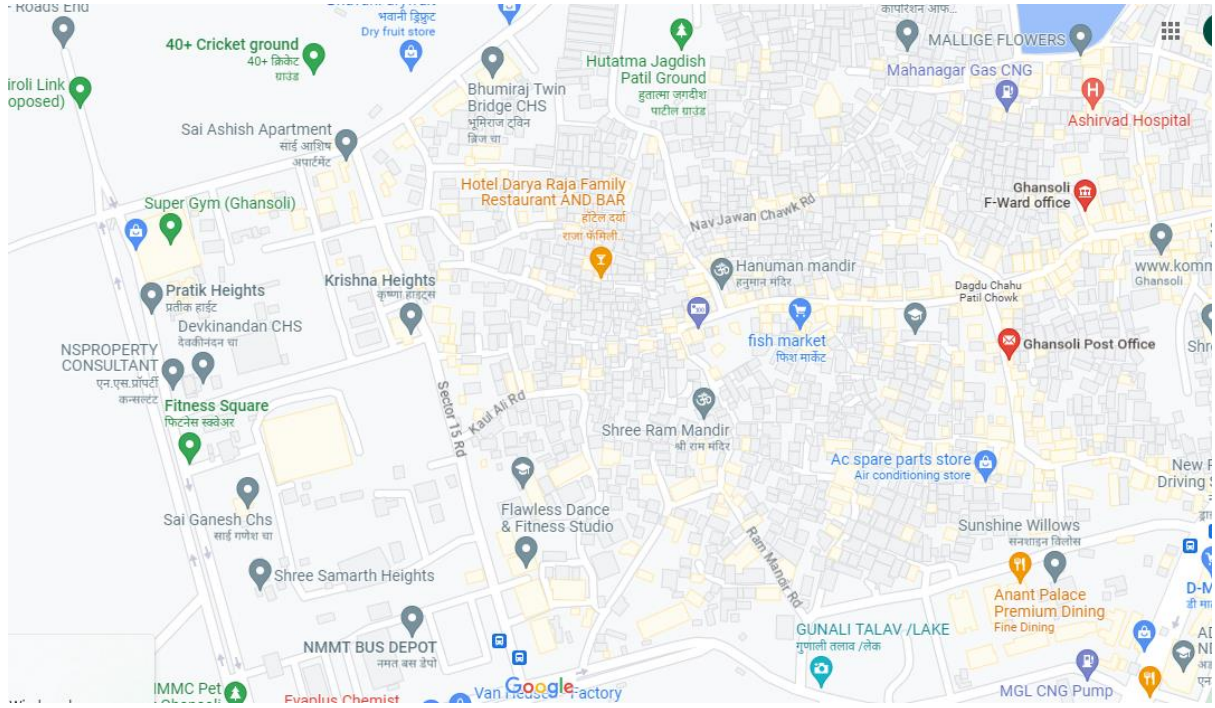
Office No. 496, Gavdevi Mandir, Ghansoli Village,

Offsite Ghansoli Gaon Post office, Ghansoli,

Navi Mumbai, Thane, Maharashtra-400706, India

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No 4:**

**Alteration of the Main Object Clause of Memorandum of Association of the Company:**

Your Board has to consider from time-to-time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause mention in Memorandum of Association of the company which is presently restricted its scope & Company required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

The main object clause of the Company is desired to be changed to reflect the true nature of business. Accordingly, it is proposed to substitute a new object clause in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The Board of Directors accordingly recommends the resolution set out at these Items of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

The Board recommends that the resolution set out at these items be passed as Special Resolution.

**Item No: 5**

**Change of name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company:**

The Board of Directors of the Company at its meeting held on held on 12<sup>th</sup> day of May, 2023 has approved the name change of the Company, subject to the approval of the Shareholders of the Company by way of special resolutions and approvals of statutory, regulatory, Stock Exchange i.e., BSE Limited or Government authorities as may be required under applicable laws, approved the change in name of the Company from “Planter's Polysacks Limited” to “Cropster Agro Limited” or “PPL Agro Limited” or such other name approved by the Central Registration Centre.

The proposed change in name would be subject to the necessary approvals in terms of Section 4 and 13 of the Companies Act, 2013. Since the aforesaid sections requires approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution set out in item no. 2 for your approval.

Pursuant to Section 13 & 14 of the Companies Act, 2013, alteration of the Name Clause of the Memorandum and Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

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Company has obtained a Certificate from a Chartered Accountant stating compliance with conditions provided in sub-regulation (1) of Regulation 45 of SEBI LODR required as per Regulation 45 (3) of SEBI LODR, 2015 as amended. Copy of the Certificate is attached and marked as “**Annexure-B**”. Copy of the same also available on Company’s website at [www.planterspolysacks.com](http://www.planterspolysacks.com).

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

The Board of Directors accordingly recommends the resolution set out at these Items of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

The Board recommends that the resolution set out at these items be passed as Special Resolution.

**Item No 6:**

**Shifting of Registered office from State of Maharashtra to State of Gujarat:**

Planter's Polysacks Limited having its registered office at State of Maharashtra. For the better control, cost conservation and centralized attention shifting of Registered office from Maharashtra State to Gujarat State is the benefits for the Company. And such change would help the Directors of the Company to guide the Company more effectively and efficiently and also result in operational convenience.

Pursuant to the Section 12 and section 13 of the Companies Act, 2013, shifting of the Registered Office from one state to another state and for alteration of the Memorandum of Association, approval of members of the Company is by a special resolution and of Central Government.

In the view of the above, the Board hereby recommends Item No. 6 for your approval as a special resolution.

None of the Directors of the Company including their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at these items be passed as Special Resolution.

**Item No 7:**

**Issuance of shares on preferential allotment basis:**

As per Section 42, 62 of the Companies Act, 2013, approval of shareholders is required for allotment of shares on preferential basis and hence the resolution is placed before the shareholders.

The Disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

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**1) Objects of the Preferential issue:**

The object of the issue is to meet the fund requirements of the company for business expansion and for long-term working capital requirements.

**2) Maximum number of shares or other securities to be issued:**

The resolution set out in the accompanying notice authorizes the Board to issue 1,18,60,000 equity shares on the preferential issue basis.

**3) The price or price band at which the allotment is proposed:**

The equity shares of the company are listed on BSE limited. The Issue price i.e. Rs. 10/- per equity shares, is decided on the basis of Valuation Report of registered valuer which is arrived as per SEBI ICDR Regulations, 2018.

**4) Basis on which the price has been arrived at along with report of the registered valuer:**

Price has been arrived at in accordance with the provisions of ICDR Regulation and Report of Registered Valuer dated 10<sup>th</sup> May, 2023.

As mentioned in the valuation report, use of fair value as the standard of value for valuation. For the purposes of this valuation, fair value is defined as the expected price at which the subject business would change hands between a willing buyer and a willing seller, neither being under a compulsion to conclude the transaction and both having full knowledge of all the relevant facts. This is essentially identical to the market value basis as it is defined under the International Valuation Standards. The appraisal was performed under the premise of value in continued use as a going concern business enterprise. The Valuer has considered Cost Approach- Net Asset value method.

**5) Name and Address of the Valuer who performed valuation:**

The Company has received Valuation Report dated 10<sup>th</sup> May, 2023 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2019/12235 and having his office at 306, "Gala Mart" Nr. Sobo Centre, Before Safal Parisar, Above SBI / Union Bank, South Bopal, Ahmedabad - 380058, Gujarat.

**6) Certificates and Valuation Report:**

The Company has received Valuation Report dated 10<sup>th</sup> May, 2023 from Mr. Manish Santosh Buchasia, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s. Dharti Patel & Associates, Practicing Company Secretaries, Ahmedabad (CoP: 19303) certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018. Copies of such certificates including valuation report are kept at the registered office of the Company for inspection during office hours.

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Further, the Company has also received the pricing certificate from the M/s. J Singh & Associates (FRN:110266W), Chartered Accountant as required for obtaining in-principle approval from the stock exchange under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

All these certificates and valuation report are available on the website of the Company [www.planterspolysacks.com](http://www.planterspolysacks.com) and available for inspection at the registered office of the Company during office hours.

**7) The relevant date on the basis on which price has been arrived at:**

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Wednesday, May 10, 2023, for the purpose of computation of issue price of the said Equity Shares, which is a date 30 days prior to the date on which the resolution is deemed to be passed i.e., date of Annual General Meeting dated 09.06.2023.

**8) The class or classes of person to whom the allotment is proposed to be made:**

The equity shares are proposed to be issued to the individual and entities who do not from the part of the promoter group. The entire proposed issue will be allotted to the Non-Promoters of the Company.

**9) Intention of Promoters /Directors /Key management persons to subscribe to the offer:**

None of the Any Promoters, Directors or Key Management Personnel intends to subscribe to the shares of the Company in the proposed issue.

**10) Proposed Time within which the allotment shall be completed.**

The allotment of shares on Preferential basis shall be completed within 15 days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

**11) The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by him:**

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of 12.05.2023).

Sr. No.	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the
			No. of Shares	%	No. of Shares	%	

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							shares proposed to be allotted
1.	Rohitkumar Kanaiyalal Dataniya	Non-promoter	Nil	Nil	575000	4.79	NA
2.	Mistry Ruchik Chandrakant bhai	Non-promoter	Nil	Nil	575000	4.79	NA
3.	Zala Vishnuji Gobarsangh	Non-promoter	Nil	Nil	575000	4.79	NA
4.	Mahendra Zala	Non-promoter	Nil	Nil	575000	4.79	NA
5.	Rishikumar Gosai	Non-promoter	Nil	Nil	575000	4.79	NA
6.	Prutviraj Chhanabhai Zala	Non-promoter	Nil	Nil	550000	4.58	NA
7.	Jaydeep Mishra	Non-promoter	Nil	Nil	550000	4.58	NA
8.	Panchal Jayesh Jayantilal	Non-promoter	Nil	Nil	550000	4.58	NA
9.	Veggie Fest Foods Private Limited	Non-promoter	Nil	Nil	595000	4.96	Pranavkumar Trivedi
10.	Kamlesh Kanojiya	Non-promoter	Nil	Nil	550000	4.58	NA
11.	Nitin Godha	Non-promoter	Nil	Nil	550000	4.58	NA
12.	Shivang Navinchandra Nayak	Non-promoter	Nil	Nil	575000	4.79	NA
13.	Naynaben B Shah	Non-promoter	Nil	Nil	575000	4.79	NA
14.	Jainam Finserve Private Limited	Non-promoter	Nil	Nil	590000	4.92	Sagarkumar Pravinchandra Dataniya
15.	Chandrima Mercantiles Limited	Non-promoter	Nil	Nil	595000	4.96	Roshanlal Agrawal
16.	Kamini Kandhan Mudaliar	Non-promoter	Nil	Nil	150000	1.25	NA
17.	Kandhan Rajaram Mudaliyar	Non-promoter	Nil	Nil	200000	1.67	NA
18.	Kandan Mudaliar HUF	Non-promoter	Nil	Nil	150000	1.25	Kandhan Rajaram Mudaliyar
19.	Baljeetkaur Bramin	Non-promoter	Nil	Nil	575000	4.79	NA
20.	Pionex Agricom Private Limited	Non-promoter	Nil	Nil	575000	4.79	Sureshkumar Mohanlal Prajapati
21.	Siddesh Arora	Non-promoter	Nil	Nil	575000	4.79	NA
22.	Raju Mahavar	Non-promoter	Nil	Nil	555000	4.63	NA
23.	Rahul Shankarlal Nim	Non-promoter	Nil	Nil	525000	4.38	NA

**12) Change in the control or composition of the Board that would occur consequent to preferential issue:**

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

**13) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: None**

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**14) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The Proposed allotment is made by cash so the same is not applicable

**15) Lock- In requirements:**

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

**16) Shareholding pattern before and after the issue:**

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares	% of Capital	No. of shares	% of Capital
<b>A</b>	<b>Promoters Holding</b>				
1	Indian	0	0	0	0
	Individual	0	0	0	0
	Bodies corporate	0	0	0	0
	<b>Sub-total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2	Foreign promoters	0	0	0	0
	<b>Sub-Total (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
1	Institutional investors	0	0	0	0
2	Non-institution	0	0	0	0
	Body corporate	18037	12.884	2373037	19.775
	Directors and relatives	0	0	0	0
	Indian Public	112900	80.643	9467900	78.899
	Others:				
	NRI	1	0.001	1	0.000
	Trust	280	0.200	280	0.002
	HUF	8582	6.130	158582	1.322
	Clearing members	200	0.143	200	0.002
	<b>Sub-Total (B)</b>	<b>1,40,000</b>	<b>100</b>	<b>1,20,00,000</b>	<b>100</b>
	<b>Grand Total</b>	<b>1,40,000</b>	<b>100</b>	<b>1,20,00,000</b>	<b>100</b>

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on 12/05/2023.
- 2) The post-issue shareholding pattern has been arrived on the assumption that 1,18,60,000 (One Crore Eighteen Lakhs Sixty Thousands) no. of equity shares of the company be issued.

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### **17) Undertaking by the company:**

The Company undertakes that the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so. Further, the Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

### **18) Material Terms of Issue of Equity Shares**

Issue and allotment of 1,18,60,000 Equity Shares at a price of INR 10/- per share on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

### **19) Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:**

Issue of 1,18,60,000 Equity Shares of Face Value of INR 10/- each at an issue price of INR 10/- each on preferential basis for Cash consideration aggregating amount of Rs. 11,86,00,000.

Date of passing Board Resolution for aforesaid Preferential Issue is 12th May, 2023.

### **20) Principle terms of assets charged as securities:**

Not Applicable

### **21) Other Disclosures:**

All the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only.

None of the Company, the Promoter or the Directors has been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

None of the Promoter /Non-promoters to whom equity shares are proposed to be allotted by this preferential issue had sold Equity Shares of the Company in the 6 months preceding the Relevant Date.

The Company has not made any preferential allotment of Equity Shares during the last financial year.

In view of the above, it is proposed to issue up to up to 1,18,60,000 (One Crore Eighteen Lakhs Sixty Thousands only) no. of Equity Shares of nominal value of Rs. 10/- (Rupees Ten only) each fully paid-up on preferential basis at the price of Rs. 10/- per share. This is higher than the minimum issue price calculated in accordance with the criteria given under the SEBI ICDR Regulations, 2018.

The Consent of the shareholders is being sought pursuant to the provision of section 62 and other applicable provision of the companies Act, 2013, if any, and in terms of provisions of the Listing Agreements executed by the company with the Stock Exchange in India which the company's shares are listed.

The Board at its meeting held on 12<sup>th</sup> May, 2023 approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

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None of the other Directors, KMPs and their relatives, other than to the extent of their shareholding in the Company, if any, is concerned /interested, financially or otherwise, in the above resolution.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolutions at Item No. 7 for approval of the Members as a Special Resolution.

**Item No 8:**

**To appoint Mr. Jignesh Kumar Patel (DIN: 05257911) as a Managing Director of the company:**

Jignesh Kumar Patel (DIN: 05257911) was appointed as a Managing Director with effect from 29<sup>th</sup> December, 2022, in accordance with the provisions of Section 152, 161, 196, 197, 203, 2 (51), Schedule V and any other applicable provisions of the Companies Act, 2013 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 152, 161, 196, 197, 203, 2 (51) and Schedule V of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General Meeting of the Company. The Board is of the view that appointment of Mr. Jignesh Kumar Patel (DIN: 05257911) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Mr. Jignesh Kumar Patel himself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 8 be passed as an Ordinary Resolution.

**Item No 9:**

**Regularization of an additional Independent Director, Ms. Nilam Viren Makwana (DIN: 09210336) as an Independent Director of the company:**

Ms. Nilam Viren Makwana (DIN: 09210336) was appointed as an additional Independent Director with effect from 24<sup>th</sup> January, 2023, in accordance with the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 149, 150, 152, 161 of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General Meeting of the Company. The Board is of the view that appointment of Ms. Nilam Viren Makwana (DIN: 09210336) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Ms. Nilam Viren Makwana herself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 9 be passed as an Ordinary Resolution.

**Item No 10:**

**Regularization of an additional Independent Director, Ms. Vishakha D Shah (DIN: 09711526) as an Independent Director of the company:**

Ms. Vishakha D Shah (DIN: 09711526) was appointed as an additional Independent Director with effect from 24<sup>th</sup> January, 2023, in accordance with the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 149, 150, 152, 161 of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General

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Meeting of the Company. The Board is of the view that appointment of Ms. Vishakha D Shah (DIN: 09711526) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Ms. Vishakha D Shah herself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 10 be passed as an Ordinary Resolution.

**Item No 11:**

**Regularization of an additional Non-Executive Director, Mr. Nishikant Gothwal (DIN: 09772275) as a Non-Executive Director of the company:**

Mr. Nishikant Gothwal (DIN: 09772275) was appointed as an additional Non-Executive Director with effect from 6<sup>th</sup> March, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office upto the date of ensuing Annual General Meeting of the Company. The Board is of the view that appointment of Mr. Nishikant Gothwal (DIN: 09772275) on the Company Board is desirable and would be beneficial to the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives except Mr. Nishikant Gothwal himself, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 11 be passed as an Ordinary Resolution.

**Item 12:**

**To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013:**

The members of the company are requested to note that as per section 180 (1) (a) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company ("the Board") can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the prior approval of the members of the company by way of a special resolution.

As per Explanation (i) & (ii) of section 180 (1) (a) of the Act:

i. "undertaking" means an undertaking in which the company's investment exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year;

ii. "substantially the whole of the undertaking" in any financial year means 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Therefore, the members of the Company are requested to give their consent to the Board of Director of the Company for amount not exceeding INR 10 Crores (Indian Rupees Ten Crores only) to sell, mortgage and/or charge any of its movable and /or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking (s) on the such terms and conditions at such time (s) and in such form and

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manner, and with such ranking as the priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertaking or all of the undertaking of the Company in favour of any bank (s) or body (ies) corporate or person (s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 12 be passed as a Special Resolution.

**Item 13:**

**To increase Borrowing Powers of the Board of Directors pursuant to Section 180 (1) (c) of the Companies Act, 2013:**

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, its free reserves, that is reserves not set apart for any specific purpose and Securities Premium. To meet the working capital and long term funding requirements, it is necessary to give consent for the borrowing limit of the Company. The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180 (1) (c) of the Companies Act, 2013, to increase the limit for borrowings for amount not exceeding INR 10 Crores (Indian Rupees Ten Crores only).

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 13 be passed as a Special Resolution.

**Item 14:**

**To take consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:

- making loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:
  - 60% of the paid-up share capital and free reserves and securities premium account; or
  - 100% of the free reserves and securities premium account; whichever is higher.

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Therefore, the members of the Company are requested to give their consent to the Board of Director of the Company for amount not exceeding INR 10 Crores (Indian Rupees Ten Crores only) to grant loans or make investment or provide security or guarantee in for an amount (s) exceeding 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and security premium account on such terms and conditions as may be decided by the Board from time to time.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 14 be passed as a Special Resolution.

**By Order of the Board  
For, Planter's Polysacks Limited**

**Jignesh Kumar Patel  
Managing Director  
DIN: 05257911**

**Date:** 12<sup>th</sup> May, 2023

**Place:** Mumbai

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## Annexure-A

### Details of Directors seeking re-appointment and regularization at the forthcoming Annual General Meeting

<b>Name of the Director</b>	<b>Mr. Jignesh Kumar Patel</b>	<b>Mr. Nishikant Gothwal</b>
<b>Director Identification Number (DIN)</b>	05257911	09772275
<b>Date of Birth</b>	27/07/1971	12/11/1996
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment on Board</b>	29/12/2022	06/03/2023
<b>Qualification</b>	Commerce Graduate	Commerce Graduate
<b>Brief Profile</b>	He is having more than 10 years' experience in Agro related product. Account, finance, Security Market and Capital Market.	He is Commerce Graduate and having more than 6 years' experience in Agro related product.
<b>Shareholding in the Company</b>	Nil	Nil
<b>List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	Nil	Nil
<b>Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies</b>	Member of Audit Committee.	Chairperson of the Nomination & Remuneration Committee and Stakeholders Relationship Committee.

<b>Name of the Director</b>	<b>Ms. Nilam Viren Makwana</b>	<b>Ms. Vishakha D Shah</b>
<b>Director Identification Number (DIN)</b>	09210336	09711526
<b>Date of Birth</b>	21/04/1992	26/12/1993
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment on Board</b>	24/01/2023	24/01/2023
<b>Qualification</b>	Company Secretary, Master of Business Administration in Human Resource (HR), Bachelor of Law (LLB)	Commerce Graduate, Bachelor of Law (LLB)
<b>Brief Profile</b>	Ms. Nilam Viren Makwana, is a qualified Company Secretary (Associate Member) from the Institute of Company Secretaries of India, she has completed Master of Business Administration in Human Resource (HR) in the year 2014 from K. S. School of Business Management, Gujarat University, Ahmedabad, Gujarat and Completed Bachelor of Law (LLB) degree in the year	Ms. Vishakha D Shah is a Commerce Graduate, who has also completed Bachelor of Law (LLB) degree and has passed the Professional Programme from the Institute of Company Secretaries of India (ICSI). Ms. Shah has experience of more than 5 years in the field of Accountancy, Taxation, VAT, GST and other Account related matters.

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	2020 from Samarpan School of Law, Gujarat University. Currently, she is associated with The Dangee Dums Limited (NSE listed Company) as a Company Secretary & Compliance officer. She is proficient in the field of Compliance, Law and HR and has an experience of more than 6 years in this field.	
<b>Shareholding in the Company</b>	Nil	Nil
<b>List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	2 (two) <ul style="list-style-type: none"> <li>• Tine Agro Limited</li> <li>• Ardi Investment and Trading Co Limited</li> </ul>	2 (two) <ul style="list-style-type: none"> <li>• Pervasive Commodities Limited</li> <li>• Ardi Investment and Trading Co Limited</li> </ul>
<b>Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies</b>	Chairperson of Audit Committee;  Member of Nomination & Remuneration Committee and Stakeholders Relationship Committee.	Member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.

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## Annexure-B

### Certificate of a Chartered Accountant stating compliance with conditions as required under Regulation 45 (3) of SEBI LODR Regulations, 2015 for the name change of the Company

**Date:** 12<sup>th</sup> May, 2023

To,  
The Board of Directors  
**Planter's Polysacks Limited**  
**CIN: L19129MH1985PLC243116**  
Office No. 496, Gavdevi Mandir, Ghansoli Village,  
Offsite Ghansoli Gaon Post office, Ghansoli,  
Navi Mumbai, Thane, Maharashtra-400706, India

We, **M/s. J. Singh & Associates (FRN: 110266W)** Chartered Accountants, have examined the relevant records of the Company and information provided by the Management of the Company in relation to issue of a certificate for compliance with the conditions mentioned in Sub Regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 for change of name of “**Planter's Polysacks Limited**” to “**Cropster Agro Limited**” or “**PPL Agro Limited**” or such other name as may be approved by Central Registration Centre.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provision of Regulation 45 of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, we do hereby confirm that:

Sr. No.	Particular	Comments
(a)	A time period of at least one year has elapsed from the last name change:	The Company has not changed its name since incorporation except the current application for name change.
(b)	At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name: or	Not Applicable
(c)	The amount invested in the new activity/project is atleast fifty percent of the assets of the Listed entity.	The Company has invested in assets. (Bifurcation of assets in new and old business attached and marked as “ <b>Annexure-1</b> ”

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This certificate is issued at the request of the Company pursuant to requirement of Regulation 45 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for onward submission to the Stock Exchange, where the equity share of the Company are listed.

**For, J. Singh & Associates,  
Chartered Accountants,  
FRN: 110266W**

**Sd/-  
CA Amit J Joshi  
(Partner)  
M. No.: 120022**

**Date:** 12<sup>th</sup> May, 2023  
**Place:** Ahmedabad  
**UDIN:** 23120022BGWWKB5586

**Registered Office:** Office No. 496, Gavdevi Mandir, Ghansoli Village, Offsite Ghansoli Gaon, Post Office, Ghansoli, Navi Mumbai, Thane, Maharashtra-400706, India  
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**Annexure-1 to the Certificate of Chartered Accountant stating compliance with conditions as required under Regulation 45 (3) of SEBI LODR Regulations, 2015 for the name change of the Company**

The company has invested their capital in the assets as on 31<sup>st</sup> March, 2023 as per below:

Total asset of company as per Regulation 45 (1)(c)			Total Investment in Old Activity		Total Investment in new Agro Business Activity	
Particulars	Amount (In Rs.)	% of Assets	Amount (In Rs.)	% of Assets	Amount (In Rs.)	% of Assets
<b>(A) Fixed Assets</b>						
Tractor	3,12,000.00	45.09	0.00	0.00	3,12,000.00	45.09
Farming equipments	1,46,000.00	21.09	0.00	0.00	1,46,000.00	21.09
<b>Sub Total (A)</b>	<b>4,58,000.00</b>	<b>66.18</b>	<b>0.00</b>	<b>0.00</b>	<b>4,58,000.00</b>	<b>66.18</b>
<b>(B) Current Assets</b>						
Cash in hand	6,000.00	0.87	6,000.00	0.87	0.00	0.00
Bank Balance other than above	2,28,000.00	32.95	2,28,000.00	32.95	0.00	0.00
<b>Sub Total (B)</b>	<b>2,34,000.00</b>	<b>33.82</b>	<b>2,34,000.00</b>	<b>33.82</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A + B)</b>	<b>6,92,000.00</b>	<b>100.00</b>	<b>2,34,000.00</b>	<b>33.82</b>	<b>4,58,000.00</b>	<b>66.18</b>

This is to Certify that out of the Total Assets of Rs. 6,92,000.00, the Company has invested Rs. 4,58,000.00 in the New Agro Business Activity which is 66.18% of the Total Assets.

**Planter's Polysacks Limited**

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**Contact No.** 022-2781 2035

**Attendance Slip for Annual General Meeting  
(To be handed over the Registration Counter)**

Registered Folio/DP ID & Client ID:

No. of Shares:

Name and Address of the Shareholder (s):

Joint Holder (s)

I/We hereby record my/our presence at the Annual General Meeting of the Company at its Office at Office No. 496, Gavdevi Mandir, Ghansoli Village, Offsite Ghansoli Gaon, Post Office, Ghansoli, Navi Mumbai, Thane, Maharashtra-400706, India on Friday, the 09<sup>th</sup> day of June, 2023 at 02:00 P.M

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, please bring copy of notice for reference at the meeting.

\_\_\_\_\_  
Signature of the Member/Proxy / Authorised Representative

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**Ballot Paper**

**Assent/ Dissent form for Voting on AGM Resolutions**

1.	Name(s) & Registered Address of the sole / first named Member	:	
2.	Name(s) of the Joint-Holder(s) If any	:	
3.	Registered Folio No./ DP ID No & Client ID No. [Applicable to Members holding shares in dematerialized form]	:	
4.	Number of Shares(s) held	:	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 9<sup>th</sup> June, 2023, by conveying my/ our assent or dissent to the resolutions by placing tick (v) mark in the appropriate box below:

Resolution No.	Resolutions	Optional	
		For	Against
<b>Ordinary Business:</b>			
1.	To consider and adopt the Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2023 and reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution.		
2.	To appoint a Director in place of Mr. Jignesh Kumar Patel (DIN: 05257911), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint M/s. J Singh & Associates as the auditor of the Company to fill the casual vacancy.		
<b>Special Business:</b>			
4.	To Alter the Main Object clause of Memorandum of Association of the Company.		
5.	To change name of the Company and consequent amendment to Memorandum of Association and Articles of Association of the Company.		

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6.	To shift the Registered office of the Company from State of Maharashtra to State of Gujarat.		
7.	To issue the equity shares on preferential basis.		
8.	To appoint Mr. Jignesh Kumar Patel (DIN: 05257911) as a Managing Director of the company.		
9.	To Regularize an additional Independent Director, Ms. Nilam Viren Makwana (DIN: 09210336) as an Independent Director of the company.		
10.	To Regularize of an additional Independent Director, Ms. Vishakha D Shah (DIN: 09711526) as an Independent Director of the company.		
11.	To Regularize an additional Non-Executive Director, Mr. Nishikant Gothwal (DIN: 09772275) as a Non-Executive Director of the company.		
12.	To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013.		
13.	To increase Borrowing Powers of the Board of Directors pursuant to Section 180 (1)(c) of the Companies Act, 2013.		
14.	To take consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate.		

**Place:** Mumbai

**Date:**

\_\_\_\_\_  
**Signature of the Member**

**Or**

**Authorised Representative**

**Notes:**

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Please read the instructions printed overleaf carefully before exercising your vote.

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### **General Instructions:**

1. Shareholders have option to vote either through e-voting i.e., electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

### **Instructions for voting physically on Assent / Dissent Form:**

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e., 5.00 p.m. on 08<sup>th</sup> June, 2023. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (V) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

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**Contact No.** 022-2781 2035

**Proxy form**

**Form No. MGT-11**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]**

Name of the Member (s): .....
Registered Address: .....
E Mail ID: .....
Folio No. /DP ID and Client ID: .....

I/We, being the member (s) of ..... shares of the above-named Company, hereby appoint:

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, 09<sup>th</sup> June, 2023 at 02:00 P.M at Office No. 496, Gavdevi Mandir, Ghansoli Village, Offsite Ghansoli Gaon, Post Office, Ghansoli, Navi Mumbai, Thane, Maharashtra-400706, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated in Notice.

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Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

\_\_\_\_\_  
Signature of Proxy Shareholders

\_\_\_\_\_  
Signature of Shareholder

**Notes:**

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 commencement of the Meeting.
2. Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

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