

## **ANTARCTICA LIMITED**

Registered Office: 1A, Vidyasagar Street, Kolkata –

700009 CIN: L22219WB1991PLC051949

Website: [www.antarctica-packaging.com](http://www.antarctica-packaging.com), email: [info@antarctica-packaging.com](mailto:info@antarctica-packaging.com)

Mobile No. 9830217177

### **NOTICE**

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of the Company will be held on Saturday, 30<sup>th</sup> September, 2023 at 11.00 a.m. at Registered Office Address 1A, Vidyasagar Street, Kolkata -700009 to transact the following Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Swapan Roy (DIN: 009292193), who retires by rotation and being eligible offers himself for re- appointment.

#### Special Business

3. **To approve continuation of directorship of Mrs.Renu Kuthari (DIN:00679971), as Non-Executive Non-Independent director beyond the age of 75 years in terms of regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

#### Special Resolution

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

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (LODR) 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/Regulations made thereunder, and on the recommendation of Nomination& Remuneration Committee and the Board of Directors and in accordance with the Articles of Association of the Company, consent of the members be and is hereby accorded for continuation of Mrs. Renu Kuthari (DIN: 00679971) as a Non- Executive Non-Independent Director of the Company, liable to retire by rotation, notwithstanding her attaining the age of 75 years in her tenure as Director.

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Regd.Office:  
1A,Vidyasagar Street  
Kolkata 700009.

Date: 17.05.2023

By Order of the Board  
FOR ANTARCTICA LIMITED

**Ruma Suchanti**  
(Company Secretary)  
Membership No. A13794

**IMPORTANT NOTES :**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a Member holding more than 10% of the total issued share capital of the Company carrying voting rights may appoint a single person as Proxy for another person or shareholder.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting. A proxy shall not have right to speak at AGM and shall not be entitled to vote except on poll.

**2.** Corporate Members/Trusts/Societies etc. intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of the Board/Managing Committee Resolution together with the specimen signature of the representative authorised under the said Resolution to attend and vote on their behalf at the Meeting.

**3.** Explanatory Statement pursuant to Item of Special Business is annexed hereto

**4.** Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), M/s. Maheshwari Datamatics (Private) Ltd.

Members holding shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participant.

**5.** Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.

**6.** Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI-

**7.** Pursuant to the provisions of Section 91 of the Companies Act, 2013 & Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 28/09/2023 to Saturday, 30/09/2023 (both days inclusive). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut off date i.e., Saturday, 23/09/2023 only shall be entitled to avail the facility of either e-voting or voting at the AGM through ballot paper.

**8.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form 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 details to the R&T Agent or to the Registered Office of the Company.

**9.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

**10.** In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended effective 19th March, 2016 and Listing Regulations with stock exchange, the Resolutions proposed at this AGM will be transacted through electronic voting system from a place other than the venue of the Meeting ("remote e-voting") for which purpose the Company has engaged the services of NSDL. The Board of Directors has appointed Mohammad Tausif of M/s. Tausif & Associates (FCS: 11959, COP: 18170), Practicing Company Secretaries, Kolkata as the Scrutinizer for this purpose.

**11.** Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Stock Exchange in respect of the Directors seeking re-appointment/appointment at the Annual General Meeting, forms integral part of the notice. The Director have furnished the requisite declaration for his re-appointment.

**12.** The facility for ballot will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e- voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.

**13.** Electronic copy of the Notice and Annual Report of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication.

**14.** Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the Companies Act, 2013. The prescribed Form (Form SH-13) can be obtained from the Share Department of the Company. Members desiring to avail this facility, may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents M/s. Maheshwari Datamatics Pvt. Ltd. 23,R.N.Mukherjee Road, 5<sup>th</sup> Floor, Kolkata – 700001, by quoting their respective Folio Numbers.

**15.** Members can now get their e-mail address registered with the Company if they want to receive the notices of the Company, for holding general meetings, postal ballot and any other purpose, through electronic mode in pursuance to 'Green Initiative' taken by the Company.

**16.** Members may also note that the Notice of the 31<sup>st</sup> Annual General Meeting, the Annual Report for 2023 will also be available on the Company's website: [www.info@antarctica-packaging.com](mailto:www.info@antarctica-packaging.com). For any communication, the shareholders may also send requests to the Company's investor email id: [info@antarctica-packaging.com](mailto:info@antarctica-packaging.com).

**17.** In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1<sup>st</sup> April, 2019. In view of the above, Members are advised to dematerialize the shares held by them in physical form.

### 18. Voting at the AGM

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, & Secretarial Standards issued on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by Poll.

The facility for voting at the venue of AGM will be available only to the Members who have not cast their votes through remote e-voting. Members who have cast their votes by remote e-voting prior to AGM may attend the meeting but shall not be entitled to cast their votes again.

#### The instructions for shareholders voting electronically are as under:

(i) The remote e-voting period begins on Wednesday, 27/09/2023 (9:00 am) and ends on Friday, 29/09/2023 (5:00 pm).

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 23/09/2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently

#### THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22- 23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for **Physical shareholders and shareholders other than individual holding**

## in Demat form

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

Step 2: Cast your vote electronically on NSDL e-Voting system.

### Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. directly to cast your vote electronically.
4. Your User ID details are given below :
  - a) **For Members who hold shares in demat account with NSDL:**  
8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) **For Members who hold shares in demat account with CDSL:**  
16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) **For Members holding shares in Physical Form:**  
EVEN Number followed by Folio Number registered with the Company (For example if Folio Number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:
  - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘Initial Password’ which was communicated to you. Once you retrieve your ‘Initial Password’, you need to enter the ‘Initial Password’ and the system will force you to change your Password.
  - c. How to retrieve your ‘Initial Password’?
    - i. If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a.pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL Account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘Initial Password’.
    - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial Password” or have forgotten your Password:
  - a. Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### Details on Step 2 is given below:

## How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Antarctica Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and, click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## General Guidelines for Shareholders:

1. Pursuant to Section 113 of the Act, Institutional/Corporate shareholders/ (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [tausif.warsi707@gmail.com](mailto:tausif.warsi707@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  1. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:
    - a) In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN Card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@antarctica-packaging.com](mailto:info@antarctica-packaging.com) or to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)
    - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@antarctica-packaging.com](mailto:info@antarctica-packaging.com) or to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)
    - c) Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.
  - I. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Saturday, 23/09/2023.
  - III. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Saturday, 23/09/2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical user Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - IV. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.antarctica-packaging.com/in>. The Notice can also be accessed from the websites of the Stock Exchange i.e.



www.nseindia.com. The AGM Notice is also disseminated on the website of NSDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM)

- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., Saturday, 23<sup>rd</sup> September, 2023 only shall be entitled to avail the facility of remote e-voting.
- VI. Mohammad Tausif of M/s. Tausif & Associates, (FCS: 11959, COP: 18170), Practising Company Secretary, Kolkata has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 103 of the Companies Act, 2013**

##### **ITEM NO. 3**

As per Regulation 17(1A) of SEBI Listing Regulations, effective from April 1, 2019 consent of the members by way of Special Resolution is required for appointment or continuation of Directorship of a Non-Executive Director beyond the age of 75 years.

Considering the vast knowledge, acumen, expertise and performance of Mrs. Renu Kuthari (DIN; 00679971) and significant contribution made by her, the Nomination & Remuneration Committee, based on her skills, experience, knowledge, guidance to management and report of performance evaluation of Mrs. Renu Kuthari has recommended to the Board the continuation of his Directorship beyond 75 years. Mrs. Renu Kuthari has more than 3 decades of experience in industry level and has vast knowledge and has management skills, entrepreneurship, decision making ability. The Board of Directors is of the opinion that his continued association would be of immense benefit to the company and has approved her continuation of Directorship beyond 75 years.

The Company has received declaration from Mrs. Kuthari to the effect that she is not debarred from holding office of director by virtue of any SEBI order or any other such authority.

Mrs. Kuthari is eligible for sitting fees for attending Board/Committee Meetings of the company. She is related to Mr. Rohit Kuthari, Whole time Director of the Company and holds 1569474 shares in the Company.

Mrs. Kuthari is interested in the resolution set out in the Notice with regard to her appointment. Save and except Mr. Rohit Kuthari, Wholetime Director and Mrs. Ruma Suchanti, Company Secretary (KMP) none of the other Directors, KMP and their relatives are concerned or interested financially or otherwise in the resolution.

The Board of Directors recommends the resolution as set out at Item No. 3 of the Notice to the Members of the Company for their consideration and approval, by way of Special Resolution.

Details of directors seeking re-appointment/appointment at the forthcoming Annual General Meeting of the company as required under regulation 36(3) of the listing regulation and Secretarial Standard - 2 (SS-2) on General Meetings:

1.	Name	Mrs. Renu Kuthari		
2.	DIN	00679971		
3.	Date of Birth	06/08/1949		
4.	Date of Appointment	05/06/1991		
5.	Qualifications	Graduate		
6.	Expertise in Specific Functional Area	More than 30 years of experience in management and interpersonal skill development and practical experience to relate with their fellow co-workers and know how to deal well with their subordinates, which allows for the easy flow of activities in the organization.		
7.	Chairman/Director of other Companies	NIL		
8.	No of meetings attended for Board	7 out of 7		
9.	Shareholding in the Company	1569474		
10.	Relationship with other directors inter se	Related to Mr. Rohit Kuthari		
11.	Chairman/Member of Committees of any other Company other than this company	<u>Name of Company</u> NIL	<u>Committee Type</u> NIL	<u>Membership</u> NIL
12.	Remuneration sought	NIL		
13.	Resigned from any listed entities in last three years	NIL		

1.	Name	Mr. Swapan Roy		
2.	DIN	09292193		
3.	Date of Birth	02/02/1970		
4.	Date of Appointment	25/08/2021		
5.	Qualifications	Under Graduate		
6.	Expertise in Specific Functional Area	Mr. Swapan Roy has vast experience of around 37 years in Technical and Operational Management. He has good technical skills which help work more efficiently, boost confidence among workers/ staffs. He is a trainer provider in the field of paper printing and packaging with latest technology.		
7.	Chairman/Director of other Companies	NIL		
8.	No of meetings attended for Board	7 out of 7		
9.	Shareholding in the Company	4000		
10.	Disclosure of Relationship between Directors	NIL		
11.	Chairman/Member of Committees of any other Company other than this company	<u>Name of Company</u> NIL	<u>Committee Type</u> NIL	<u>Membership</u> NIL
12.	Remuneration sought	Sitting fees		
13.	Resigned from any listed entities in last 3 years	NIL		



## ROUTE MAP TO AGM VENUE



**ANTARCTICA LIMITED**

Registered Office: 1A, Vidyasagar Street, Kolkata –

700009 CIN: L22219WB1991PLC051949

Website: [www.antarctica-packaging.com](http://www.antarctica-packaging.com), email: [info@antarctica-packaging.com](mailto:info@antarctica-packaging.com)

Mobile No. 9830217177

FORM NO. MGT 11

**Proxy Form**

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

Name(s) of the Shareholder(s) (including joint-holders, if any):	
Registered address of the Shareholder(s):	
Registered Folio No. /Client ID No. /DP ID No.:	
No. of equity Shares Held	

I/ We being the member(s) of \_\_\_\_\_ equity share of the above mentioned Company hereby appoint:

- (1) Name: \_\_\_\_\_ Address : \_\_\_\_\_ E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_
- (2) Name: \_\_\_\_\_ Address : \_\_\_\_\_ E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him
- (3) Name: \_\_\_\_\_ Address : \_\_\_\_\_ E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on Saturday, 30<sup>th</sup> September, 2023 at 11.00 a.m. at Registered Office Address 1A, Vidyasagar Street, Kolkata-700009 in respect of the such resolutions as are indicated below:

\*\* I Wish my above Proxy to vote in the manner as indicate in the box below:

Sl. No.	Resolution	For	Against
<b>Ordinary Business</b>			
1.	ADOPTION OF BALANCE SHEET, STATEMENT OF PROFIT AND LOSS, REPORT OF THE BOARD OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023		
2.	APPOINTMENT OF A DIRECTOR IN PLACE OF MR. SWAPAN ROY (DIN: 009292193), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT		
Special Business 3.	Continuation of directorship of Mrs.Renu Kuthari (DIN:00679971), as Non-Executive Non-Independent director on reaching beyond the age of 75 years in terms of regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023 Signature of Shareholder: \_\_\_\_\_

Signature of Proxyholder: \_\_\_\_\_

**Note:**

- The Proxy Form signed across revenue stamp should reach the Registered Office of the Company at least 48 hours before the scheduled time of Meeting.
- For the Resolutions, explanatory statements and notes please refer to the Notice of the 30<sup>th</sup> Annual General Meeting.
- \*\* This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If You leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.

Affix  
Revenue  
Stamp**ANTARCTICA LIMITED**

Registered Office: 1A, Vidyasagar Street, Kolkata – 700009

CIN: L22219WB1991PLC051949

Website: [www.antarctica-packaging.com](http://www.antarctica-packaging.com), email: [info@antarctica-packaging.com](mailto:info@antarctica-packaging.com)

Mobile No. 9830217177

Folio No./DP ID/ Client ID No.	
No. of Shares Held	

**ATTENDANCE SLIP**

I/ We record my /our presence at the Annual General Meeting of the Company on Saturday, 30<sup>th</sup> September, 2023 at 11.00 a.m. at Registered Office Address 1A, Vidyasagar Street, Kolkata -700009

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

**NOTE:** You are requested to sign and handover this slip at the entrance of the meeting venue.