

# Antarctica Limited

Regd. Office: 1A, Vidyasagar street, Kolkata-700009

Ph: Ph: 9830217177

CIN No.: L22219WB1991PLC051949

Email: info@antarctica-packaging.com; Website: www.antarctica-packaging.com



Date: 04/02/2023

**The Director**

Listing and Market Operations

The National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor, Bandra Kurla Complex

Bandra (E) Mumbai- 400 051

**Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting of Members**

Dear Sir,

This is to inform you that the Extra Ordinary General Meeting (EGM) of the Company is scheduled to be held on Tuesday, February 28, 2023 at 11.30 am at the registered office of the company, situated at 1A Vidyasagar Street, Kolkata 700009.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on Saturday, February 25, 2023 at 9:00 a.m. and will end on Monday, February 27, 2023 at 5.00 p.m. The Company has fixed Tuesday, February 21, 2023, as the cut-off date for determining the eligibility of Shareholders to cast their votes.

Further, the Company has engaged the services of National Securities Depository Ltd. for facilitating the e-Voting process through their e-Voting Platform.

The Notice of the EGM shall also be hosted on the Company's website at [www.antarctica-packaging.com](http://www.antarctica-packaging.com).

Please find enclosed herewith copy of Notice of Extra Ordinary General Meeting of Antarctica Limited.

We request you to kindly take this letter on record.

Thanking you,

Yours faithfully,

**For Antarctica Limited**

**Ruma Suchanti**

**Company Secretary and Compliance Officer**

**Membership No. 13794**

*Packaging unit : Plot No. 1, Sector 1, Falta Special Economic Zone, Falta, 24 pgs.(s)*

*Printing unit : 132 A/1B, R.R.L. Mitra Road, Kolkata- 700010*



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**NOTICE** is hereby given that an Extra Ordinary General Meeting of Antarctica Limited (“the company”) will be held on Tuesday, February 28, 2023 at 11.30 am at the registered office of the company, situated at 1A Vidyasagar Street, Kolkata 700009, to transact the following special business:

## **SPECIAL BUSINESS**

### **1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, including any statutory modification or re-enactment thereof, for the time being in force, and pursuant to the provisions of Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the increase in Authorized Share Capital of the Company from existing Rs. 22,00,00,000/- (Rupees Twenty Two Crores Only) divided into 22,00,00,000 (Twenty Two Crores) equity Shares of Re.1/- (Rupee One Only) each to Rs. 47,00,00,000/- (Rupees Forty Seven Crores Only) divided into 47,00,00,000 (Forty Seven Crores) equity shares of Re.1/- (Rupee One only) each by creation of 25,00,00,000 equity shares of Re 1/- each.

**RESOLVED FURTHER THAT** in terms of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and consequent upon the increase in the Authorized Share Capital as mentioned aforesaid, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

- “V) The Authorised Share Capital of the Company is Rs. 47,00,00,000/- (Rupees Forty Seven Crores Only) comprising of 47,00,00,000 (Forty Seven Crores) equity shares of Re.1/- (Rupee One only) each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital into the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to undertake all such acts, deeds and things as may be necessary and to take such steps as may be required to give effect to the above resolutions.”

### **2. APPOINTMENT OF MR. RISHABH VIJAY KHANNA (DIN: 09782157) AS WHOLE-TIME DIRECTOR OF THE COMPANY**

To Consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 196 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), and based on recommendation of Nomination & Remuneration Committee, the consent of the members of the Company be and are

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hereby accorded to the appointment of Mr. Rishabh Vijay Khanna (DIN – 09782157) as Whole-time Director of the Company for a period of 3(three) years with effect from January 13, 2023 up to January 12, 2026, upon the following terms and conditions and remuneration and that he shall be liable to retire by rotation:

A. SALARY: Re. 1/per annum.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and Board of Directors be and is hereby authorized to alter, modify or revise from time to time, the said terms and conditions of appointment and remuneration of Mr. Khanna in such manner as may be considered appropriate and in the best of interests of the Company and as may be permissible at law

**RESOLVED FURTHER THAT** the Board or any Committee thereof and the Company Secretary be and is hereby severally authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

## **2. APPOINTMENT OF MR. ARSHAD RIYAZ AHMED SHAIKH (DIN - 09802058) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, 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 based on the recommendation of the Nomination and Remuneration Committee, Mr. Arshad Riyaz Ahmed Shaikh (DIN - 09802058), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from December 21, 2022 in terms of Section 161 of the Companies Act, 2013, and who is entitled to hold office up to the date of ensuing General Meeting, and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years to hold office as such from December 21, 2022 to December 20, 2027, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps as necessary or desirable to give effect to this resolution in conformity with the Provisions of the Act.”

By order of the Board  
**For Antarctica Limited**

Place: Kolkata  
Dated: 13-01-2023

**(RUMA SUCHANTI)**  
**Company Secretary**  
**Membership No.:13794**

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

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

4. 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.

5. 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 and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).

6. 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., Tuesday, February 21, 2023 only shall be entitled to avail the facility of either e-voting or voting at the EOGM through ballot paper.

7. 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.

8. 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.

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9. 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 EOGM 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 Mr Md Shahnawaz (Membership No 21427; C.P.No 15076) of M/s. M Shahnawaz & Associates, Practicing Company Secretaries, as the Scrutinizer for this purpose.

10. The facility for ballot will be available at the EOGM venue for those Members who do not cast their votes by remote voting prior to the EOGM.

Members, who cast their votes by remote e- voting prior to the EOGM, may attend the meeting but will not be entitled to cast their votes once again.

11. Electronic copy of the Notice of Extra Ordinary 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 Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

12. 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, 5th Floor, Kolkata – 700001, by quoting their respective Folio Numbers.

13. 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.

14. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company’s website: [www.info@antarctica-packaging.com](http://www.info@antarctica-packaging.com). Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. 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).

## **15. Voting at the EOGM**

Remote Voting through electronic means

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 by electronic means and the business may be transacted through remote e- Voting Services provided by National Securities Depository Services Limited (NSDL):



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Members who have cast their votes by remote e-voting prior to EOGM 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 Saturday, February 25, 2023. (9:00 am) and ends on Monday, February 27, 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 Tuesday, February 21 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

I. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open email and open PDF file viz: “Antarctica e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file “

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.

(vii) Select “EVEN” of Antarctica Ltd.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [msassociates16@gmail.com](mailto:msassociates16@gmail.com)

B. In case a Member receives physical copy of the Notice of EOGM [for Members whose email IDs are not registered with the Company /Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip:

EVEN (Remote E Voting Event Number) \_\_\_\_\_ USER ID \_\_\_\_\_ PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (i) to Sl. No.(xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.

Note: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

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IV. 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).

V. 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 Tuesday , February 21, 2023

VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EOGM and holding shares as of the cut-off date i.e. Tuesday , February 21, 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 ResetPassword” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

VII. 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 only shall be entitled to avail the facility of remote e-voting .

VIII. Mr Md Shahnawaz (Membership No 21427; C.P.No 15076) of M/s. M Shahnawaz & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote voting process in a fair and transparent manner.

IX. The Chairman shall, at the EOGM, 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 EOGM but have not cast their votes by availing the remote voting facility.

X. The Scrutinizer shall after the conclusion of voting at the EOGM, 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 two working days of the conclusion of the EOGM, 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.

XI. the Results declared along with 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.

By order of the Board  
**For Antarctica Limited**

Place: Kolkata

Dated: 13-01-2023

**(RUMA SUCHANTI)**  
**Company Secretary**  
**Membership No.:13794**

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## **EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT 2013**

### **ITEM NO. 1**

#### **TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

The present Authorised Share Capital of the Company is Rs.22,00,00,000 (Rupees Twenty Two Crores) comprising of 22,00,00,000 (Twenty Two Crores) Equity Shares of Re.1/- each.

Considering the increased long term fund requirements of the Company for the operation, the Board at its Meeting held on June 27, 2022, approved the raising of fund and increase the Authorised Share Capital from Rs.22,00,00,000 (Rupees Twenty Two Crore) to Rs. 47,00,00,000 (Rupees Forty Seven Crore) by creation of 25,00,00,000 (Twenty Five) additional equity share of Re.1/- each, subject to shareholders approval.

It is proposed to increase the additional 25,00,00,000 equity share of Re.1/- each shall rank paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the increased Authorised Share Capital of the Company.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection at the registered office of the Company.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution

### **ItemNo.2**

#### **APPOINTMENT OF MR. RISHABH VIJAY KHANNA AS WHOLE-TIME DIRECTOR OF THE COMPANY**

Mr. Rishabh Vijay Khanna, aged 23 years, is a Director of our Company. He is a Commerce Graduate from R.D. National college, Mumbai. He has an experience of more than 5 years in varied and wide ranging experience in executing long term business plans, directing all aspects of marketing and sales process. He was appointed as an Additional Director of our Company from January 13, 2023.

Mr. Khanna satisfies all the other conditions as set out in Part-1 of Schedule V of the Act for being eligible for appointment and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Rishabh Vijay Khanna, does not hold any shares in the Company. Mr. Khanna has given his consent for a token salary of Rs.1/- per annum looking into the financials of the company.



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Further, the Board may altered, modified or varied the terms and conditions including the remuneration as approved hereby, in such manner as may be agreed to between the Board and Mr. Rishabh Vijay Khanna.

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to appoint Mr. Rishabh Vijay Khanna, as Whole-time Director of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mr. Khanna

The terms and conditions of Mr. Rishabh Vijay Khanna's appointment as Whole-time Director as stated in the resolution in form of a memorandum will be available for inspection by the members of the Company at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 3.00 p.m. up to the date of the Meeting.

The Board of Directors, accordingly, recommends the resolution set out at Item No. 2 of the Notice for the approval of the Members.

Mr. Rishabh Vijay Khanna, Director, and their relatives are interested in the resolution set forth in Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except, the appointee director none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution

## **Item No.3**

### **APPOINTMENT OF MR. ARSHAD RIYAZ AHMED SHAIKH (DIN - 09802058) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, Mr. Arshad Riyaz Ahmed Shaikh (DIN - 09802058) has been appointed as an Additional Directors (Independent) of the Company w.e.f. December 21, 2022 by the Board of Directors of the Company.

Mr. Arshad Riyaz Ahmed Shaikh, aged 38 years, has Ph.D in Economics and Business Management degree from University of Verona. He has experience of more than 10 years in Marketing Management and Global Economy Strategy. Mr. Arshad Riyaz Ahmed Shaikh who is proposed to be appointed as an Independent Director for a term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mr. Arshad Riyaz Ahmed Shaikh's association as an Independent Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Arshad Riyaz Ahmed Shaikh (DIN - 09802058) will hold office up to the date of the ensuing EOGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mr. Arshad Riyaz Ahmed Shaikh (DIN - 09802058) for the office of Independent Directors.

The Company has received from Mr. Arshad Riyaz Ahmed Shaikh (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and (iv) Form MBP 1 pursuant to Section 184 (1) and rule 9(1) of The Companies (meeting of

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Board and its Powers) Rules 2014. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Mr. Arshad Riyaz Ahmed Shaikh does not hold any equity shares in the Company. The Board is of the opinion that he is independent of the Company's management and his association with the Company would be beneficial for further growth & development of the business of the company. He shall be paid remuneration by way of sitting fees for attending each meeting of the Board or Committee thereof or for any other purpose whatsoever as may be recommended by the Nomination & Remuneration Committee and approved by the Board from time to time and reimbursement of expenses for participating in the Board and other meetings

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Arshad Riyaz Ahmed Shaikh, is available for inspection, without any fee, by the members at request during business hours on all working days up to the date of the EOGM.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set forth at item no. 3 for approval of the members.

The resolution seeking approval of members for the appointment of Mr. Arshad Riyaz Ahmed Shaikh(DIN - 09802058) as an Independent Director of the Company is included in the Notice of EOGM. He shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 3 of the Notice except the appointee director

By order of the Board  
**For Antarctica Limited**

Place: Kolkata  
Dated: 13-01-2023

**(RUMA SUCHANTI)**  
**Company Secretary**  
**Membership No.:13794**

## **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) Ph.- 9830217177

Details of Directors seeking appointment in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ,as amended and Secretarial Standards -2 on General meetings

Name of Director	Mr Rishabh Vijay Khanna	Mr. Arshad Riyaz Ahmed Shaikh
Director Identification Number	09782157	09802058
Date of Birth	10-10-1999	29-12-1984
Age	23 years	37 years
Date of first appointment	13/01/2023	21/12/2022
Qualifications	B.Com	Ph.D in Economics and Business Management degree from University of Veron
Number of Shares held	Nil	Nil
Brief resume	Mr. Rishabh Vijay Khanna, aged 23 years, is a Bachelor's in Commerce from R.D. National College, Mumbai. He is having 5 years of varied and wide ranging experience in executing long term business plans, directing all aspects of marketing and sales process.	Mr. Arshad Riyaz Ahmed Shaikh has Ph.D in Economics and Business Management degree from University of Verona. He has vast knowledge in the field of Strategy Management and Business Management and also enhance the associate personnel to prepare them to take up the challenges of business management and leadership roles. He has experience of more than 10 years in Marketing Management and Global Economy Strategy.
Expertise in functional areas	Business Management	Marketing Management and Global Economy Strategy
Other Directorships	NIL	NIL
<ul style="list-style-type: none"><li>Committee Positions in other public companies</li></ul>	NIL	NIL
Number of Board Meetings attended	1 out of 1	2 out of 2
Details of proposed remuneration	Re.1 (per annum)	NA

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Remuneration drawn	NIL	NA
Relationship between Directors inter-se and other Key Managerial Personnel	None	None
Listed Entities from which the Directors have resigned in the past three years	NIL	NIL

- \*Committee positions of only Audit and Shareholders Relationship Committee (s) considered

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## **ATTENDANCE SLIP**

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the **EXTRA ORDINARY GENERAL MEETING** of the members of **ANTARCTICA LIMITED** will be held on **28-02-2023, at 11.30 A.M.** at the Registered Office of the Company, situated at **1A Vidyasagar Street, Kolkata 700009.**

<b>DP ID :</b>		<b>CLIENT ID :</b>	
<b>NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)</b>		<b>FOLIO NO.</b>	

**SIGNATURE OF THE SHARE HOLDER OR PROXY:** \_\_\_\_\_

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# **ANTARCTICA LIMITED**

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## **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 of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on 28-02-2023, at 11.30 AM at the **Registered Office address of the Company, situated at 1A Vidyasagar Street, Kolkata 700009**.and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Resolution(S)	Vote	
		For	Against
1.	<b>Increase In Authorized Share Capital of the Company of the Company – Ordinary Resolution</b>		
2.	<b>Appointment of Mr. Rishabh Vijay Khanna (DIN: 09782157) as whole-time director of the company – Special Resolution</b>		
3.	<b>Appointment of Mr Arshad Riyaz Ahmed Shaikh (Din - 09802058) as an Independent director of the company– Ordinary Resolution</b>		

\* Applicable for investors holding shares in Electronic form.

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

*Affix  
Revenue  
Stamps*

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder across Revenue Stamp

## **ANTARCTICA LIMITED**

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Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

<b>EVEN</b> <b>(Electronic Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

**Note:** E-voting period: 25-02-2023 at 09.00 A.M. IST and ends on 27-02-2023 at 05.00 P.M. IST.

If you have any query regarding e-voting Password/PIN, please contact at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).