



**STANPACKS
(INDIA) LTD.**



WE SHARE OUR JOY

AN ISO 9001 : 2015 COMPANY

CIN : L36991TN1991PLC021888

SSE/AGM-2/2025-2026

05-08-2025

To

BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Dear Sirs,

Ref: SCRIP CODE NO.530931

Sub: AGM Notice and Newspaper Advertisement of Notice of AGM.

The Company's Annual General Meeting is scheduled to be held on **Thursday, 28th August, 2025 at 10.30 A.M** which has been informed to the stock exchange vide our letter **SSE/AGM-1/2025-2026** dated **04-08-2025**.

In this regard, a Copy of the AGM notice and Newspaper advertisements of the Notice of AGM are enclosed for your reference.

Thanking you

For Stanpacks (India) Limited

Rajeshwari Moorthy
Company Secretary and compliance officer

Encl: As above

"IF YOU ARE SATISFIED TELL OTHERS, IF NOT TELL US"

Regd. Off : No. 4, Nowroji Road, Chetpet, Chennai - 600 031.
Phone : 91-44-2645 2325, 2645 1722, 2646 1415 Fax : 91-44-2645 1720
E-mail : sl@blissgroup.com Website : <http://www.blissgroup.com> www.stanpacks.in

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of the Stanpacks (India) Limited is scheduled to be held at 10:30 A.M on Thursday, 28th August 2025 through Video Conference (VC) or Other Audio Visual Means (OAVM) with the Registered Office of the Company, “S.K. ENCLAVE”, New No.4, (Old No.47), Nowroji Road, Chetpet, Chennai – 600 031 as deemed venue to transact the following business:

ORDINARY BUSINESS:

Item No. 01: Adoption of Annual Accounts:

To receive, consider and adopt the audited Balance Sheet of the Company as of 31st March 2025 the Statement of Profit and Loss for the Financial Year ended on that date and the report of the Board of Directors’ and Auditor’s thereon.

Item No. 02: Reappointment of Director:

To appoint a director in place of Sri G.S. Sridhar (DIN: 01966264) who retires by rotation and is eligible, to offer himself re-appointment.

SPECIAL BUSINESS:

Item No. 03: Appointment of Smt. Revathi Srinivas(DIN:11178278) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, Smt. Revathi Srinivas(DIN:11178278) being an additional director, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment as an independent director and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retire by rotation and to hold office for a term of 5(five) consecutive years effective from 07th July 2025.”

Item No. 04: Appointment of Shri. Girish Gupta(DIN: 00326372) as an Independent Director of the Company

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



“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company, Shri. Girish Gupta (DIN: 00326372) being an additional director, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment as an independent director and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5(five) consecutive years effective from 29th July 2025.”

Item No. 05: Appointment of M/s Lakshmmi Subramanian & Associates, Company Secretaries, as Secretarial Auditors of the Company

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

RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act 2013 read with Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, M/s Lakshmmi Subramanian & Associates, Company Secretaries be and are hereby appointed as Secretarial Auditors of the Company for five consecutive years from the Financial Year 2025-26 to financial year 2029-30 on such remuneration as may be mutually agreed upon between Board of Directors of the Company and the Secretarial Auditors, plus GST and other out of pocket expenses.

**By Order of the Board
For Stanpacks (India) Limited**

**Rajeshwari M
Company Secretary**

**Place : Chennai
Date : July 29, 2025**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 09/2024 dated 19th September 2024 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, General Circular No. 09/2023 dated 25th September, 2023 (hereinafter referred to as “Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”) permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the AGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15th April 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM
3. The Explanatory Statement setting out material facts concerning the business under Item Nos. 3, 4 and 5 of the Notice is annexed hereto. [Section 102 of the Companies Act, 2013 (“Act”)] Further, the relevant details with respect to “Director seeking appointment at this AGM” are also provided as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India
4. Since this AGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In line with the Circulars, the Annual Report for the Financial Year 2024-25 including Notice of the 34th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and all other persons so entitled and the same will also be available on the website of the Company at www.stanpacks.in and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com
6. The SEBI has mandated the submission of the Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company’s share transfer agent, M/s. Cameo



Corporate Services Limited.

7. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
8. Members attending the AGM through VC/OAVM will be counted to reckon the quorum under Section 103 of the Act.
9. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of M/s. Cameo Corporate Services Limited for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.
10. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialise the shares with their Depository Participant.
11. Members are provided with the facility for voting through the Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
12. Members who have already cast their vote by remote e-voting before the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-voting.
13. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd August 2025 to 28th August 2025 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
14. The Members of the Company holding shares either in physical form or in dematerialized form, as of the cut-off date on Thursday, 21st August 2025, may cast their vote by remote e-voting. The remote e-voting period commences on Monday, 25th August 2025 at 09:00 A.M. (IST) and ends on Wednesday, 27th August 2025 at 05:00 P.M. (IST). Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins Monday, 25th August 2025 at 09:00 A.M. (IST) and ends on Wednesday, 27th August 2025 at 05:00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as of the cut-off date (record date) of 21st August 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted before the meeting date will not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 the e-Voting facility.

Pursuant to above said SEBI Circular, the 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	1) Users who have opted for CDSL Easi / Easiest facility can log in through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. The URL for users to log in to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on the Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. By clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meetings & voting during the meeting. Additionally, there are 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 www.cdslindia.com home page or clicking on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

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 the 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 e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 held 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 or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll the toll-free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders **other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on the “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant “STANPACKS (INDIA) LIMITED” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



(xvii) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping on approval of the accounts they would be able to cast their vote.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and the Company at the email address viz; customerservices@lsa-india.com or cs-sl@blissgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending meetings & e-voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after a successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops /iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **cs-sl@blissgroup.com/murali@cameoindia.com**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at Toll free no. 1800 21 09911.



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

Item No. 3: Appointment of Smt. Revathi Srinivas(DIN:11178278) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee meeting, the Board of Directors at its meeting held on 07th July 2025, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, had approved the appointment of Smt. Revathi Srinivas (DIN: 11178278) as an Additional Director (Non-Executive & Independent Director) on the Board of the Company subject to the approval of the members in the ensuing General Meeting, to hold office for a term up to 5(year) consecutive years.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Act, appointment of Smt. Revathi Srinivas as an Independent Woman Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2014 (“Listing Regulations”), appointment of Smt. Revathi Srinivas as an Independent Woman Director requires approval of Members of the Company by passing a special resolution.

Smt. Revathi Srinivas is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from Smt. Revathi Srinivas that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Smt. Revathi Srinivas for the office of a Director of the Company. In the opinion of the Board, Smt. Revathi Srinivas fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Smt. Revathi Srinivas is independent of the management and possesses appropriate skills, experience and knowledge.

Smt. Revathi Srinivas is BA Economics graduate, from Lady Doak College, Madurai and a qualified CAIIB from The Indian Institute of Banking and Finance(IIBF). She is an retired employee of Central Bank of India. She is experienced in the Banking Sector as an executive of Central Bank of India for a period of 36 years and worked various departments of the Bank like Corporate and Mid-Corporate advances, Foreign Exchange etc.

Details of Smt. Revathi Srinivas , pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meetings (s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Save and except Smt. Revathi Srinivas, none of the other Directors / Key Managerial Personnel of the Company / their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT /
RE-APPOINTMENT AT THE 34TH ANNUAL GENERAL MEETING**

{In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Item No.	3
Name of Director	Smt. Revathi Srinivas
Age	59 years
Qualification	Graduate in BA Economics
Brief profile including expertise in a specific functional area, experience, skills and capabilities required for the role as an Independent Director	Smt. Revathi Srinivas is BA Economics graduate, from Lady Doak College, Madurai and a qualified CAIIB from The Indian Institute of Banking and Finance (IIBF). She is an retired employee of Central Bank of India. She is experienced in the Banking Sector as an executive of Central Bank of India for a period of 36 years and worked various departments of the Bank like Corporate and Mid-Corporate advances, Foreign Exchange etc.
Date of Appointment	07/07/2025
List of other directorships held, excluding Foreign companies, Companies under section 8 of the Companies Act, 2013 and Private Companies	None
Chairman/Member of the Committee of the Board of Directors of the Company	Member of Audit Committee, Nomination & Remuneration Committee, and Stakeholder Relationship Committee
List of Membership /Chairmanship of Committees of other Boards.	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Terms and Conditions of appointment or re-appointment	Appointed as an Independent Woman Director of the Company for a period of 5 consecutive years, effective from 07th July 2025
Shareholding in Stanpacks India Limited	NIL
No. of Board meetings attended during the year	NIL
Details of Remuneration sought to be paid	Smt. Revathi Srinivas shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meetings (s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

**Item No. 4: Appointment of Shri. Girish Gupta (DIN: 00326372) as an Independent Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee meeting the Board of Directors at its Meeting held on 29th July 202, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, had approved the appointment of Shri. Girish Gupta (DIN: 00326372) as an Additional Director (Non-Executive & Independent Director) on the Board of the Company, subject to the approval of the members in the ensuing General Meeting, to hold office for a term upto 5(year) consecutive years.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Act, appointment of Shri. Girish Gupta as an Independent Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2014 (“Listing Regulations”), appointment of Shri. Girish Gupta as an Independent Director, requires approval of the Members of the Company by passing a special resolution.

Shri. Girish Gupta is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from Shri. Girish Gupta that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Shri. Girish Gupta for the office of the Director of the Company. In the opinion of the Board, Shri. Girish Gupta fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri. Girish Gupta is independent of the management and possesses appropriate skills, experience and knowledge.

Shri. Girish Gupta did a Master of Science (Chemical Engineering) from CCT, New York, U.S.A. He has been engaged in business since 1977, with experience in manufacturing oxygen, aluminum alloys, and castings (since exited). Since 1998, he has been involved in the manufacturing of power connectors and clamps for EHV Sub-Stations. He is presently serving as Director in the following companies: Adarsh Line Accessories Pvt. Ltd. – Engaged in the design and manufacture of clamps and connectors for EHV Sub-Stations up to 500 KV systems, and Adarsh Connectors India Pvt. Ltd.

Details of Shri. Girish Gupta, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meetings (s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Save and except Shri. Girish Gupta, none of the other Directors / Key Managerial Personnel of the Company their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT /
RE-APPOINTMENT AT THE 34TH ANNUAL GENERAL MEETING**

{In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Item No.	4
Name of Director	Shri. Girish Gupta
Age	70 years
Qualification	Master of Science (Chemical Engineering) From CCT, New York, U.S.A
Brief profile including expertise in a specific functional area, experience, skills and capabilities required for the role as an Independent Director	Shri. Girish Gupta did Master of Science (Chemical Engineering) from CCT, New York, U.S.A. He has been engaged in business since 1977, with experience in manufacturing oxygen, aluminum alloys, and castings (since exited). Since 1998, he has been involved in the manufacturing of power connectors and clamps for EHV Sub-Stations.
Date of Appointment	29/07/2025
List of other directorships held, excluding Foreign companies, Companies under section 8 of the Companies Act, 2013 and Private Companies	Adarsh Line Accessories Pvt. Ltd. – Engaged in the design and manufacture of clamps and connectors for EHV Sub-Stations up to 500 KV systems and Adarsh Connectors India Pvt. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	None
List of Membership /Chairmanship of Committees of other Boards.	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Terms and Conditions of appointment or re-appointment	Appointed as an Independent Director of the Company for 5 consecutive years with effect from 29th July 2025
Shareholding in the Company	NIL
No. of Board meetings attended during the year	NIL
Details of Remuneration sought to be paid	Shri. Girish Gupta shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meetings (s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

**Item No. 5: Appointment of M/s Lakshmmi Subramanian & Associates, Company Secretaries, as Secretarial Auditors of the Company**

The Board at its meeting held on May 6, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s Lakshmmi Subramanian & Associates (LSA), Practising Company Secretaries, a peer reviewed firm as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s Lakshmmi Subramanian & Associates (LSA) has a team of 25 members that provides critical support in complex corporate transactions, legal opinions, regulatory representations, and dispute resolution. Their strong drafting and advisory capabilities ensure legal clarity & risk mitigation. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s Lakshmmi Subramanian & Associates (LSA) has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s Lakshmmi Subramanian & Associates (LSA) as Secretarial Auditors is within the purview of the said regulation, read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated December 31, 2024.

In addition to the secretarial audit, M/s Lakshmmi Subramanian & Associates (LSA) shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors. The Board recommends the Special Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested in the Resolution set out in Item No. 5 of this Notice.

**By Order of the Board
For STANPACKS (INDIA) LIMITED**

**Rajeshwari M
Company Secretary**

Place: Chennai

Date: July 29, 2025

