



TO: ALL SHAREHOLDERS

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Shareholders of Tetra Pak India Private Limited will be held at the Registered Office of the Company at Plot no. B-53, Chakan MIDC, Phase II, Village Vasuli, Tal-Khed, Pune - 410 501 on Saturday the 29th day of September, 2018 at 11.00 am to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the financial year ended 31st March 2018, and the Report of Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31st March, 2018.

SPECIAL BUSINESS:

3. Appointment of Mr. Ashutosh Manohar as Director.

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 and 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any, of the Companies Act, 2013 Mr. Ashutosh Manohar (DIN 08149482) who was appointed by the Board of Directors of the company as an Additional Director and Managing Director for a period of Five (5) years with effect from 08th June 2018, who shall hold such office until the conclusion of this Annual General Meeting, be and is hereby appointed as Director of the company.

4. Appointment of Ms. Ambalika Rana as Director.

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 and 161 and other applicable rules and provisions (including any modification and re-enactment thereof), if any, of the Companies Act, 2013 Ms. Ambalika Rana (DIN 02026582) who was appointed by the Board of Directors of the company as an Additional Director

and Whole-time Director designated as 'Director - Finance' with effect from 01st August, 2018 who shall hold such office until the conclusion of this Annual General Meeting, be and is hereby appointed as Director of the company.

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The proxy form should, however, be deposited at the Registered Office not less than 48 hours before the meeting.
2. A Statement explaining the material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is appended hereto.

EXPLANATORY STATEMENT:

Item No. 3

Mr. Ashutosh Manohar (DIN 08149482) was appointed as an Additional Director and Managing Director by the Board of Director w.e.f. 08th June 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting.

Mr. Ashutosh Manohar holds a Bachelor's Degree in Engineering from the National Dairy Research Institute, Karnal. He has worked with the National Dairy and Development Board from 1981 to 1986. He has also worked with Kuwait Danish Dairy and Saudi Arabia Dairy and Food Stuff. Mr. Manohar has joined Tetra Pak as Head of Processing Division in 2002 and subsequently held various positions in Europe and Asia. His vast knowledge and experience in the Company's business activities, would be beneficial to the company.

Mr. Ashutosh Manohar does not hold any shares in the Company and is not related with any other Director of the Company.

None of the Directors, except Mr. Ashutosh Manohar is concerned or interested financially or otherwise in this resolution.

The Board recommends the resolution set forth in Item No.3 for the approval of the members.

Item No. 4

Ms. Ambalika Rana (DIN 02026582) was appointed as an Additional Director and Whole-time Director designated as 'Director - Finance' by the Board of Director w.e.f. 01st August, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 Ms. Ambalika Rana, holds office up to the date of the ensuing Annual General Meeting.

Ms. Ambalika Rana is a Chartered Accountant and Cost Accountant by qualification. She began her career with PWC in 1998 and has over 20 years of experience. Her vast knowledge and experience in the Company's business activities, would be beneficial to the company.

Ms. Ambalika Rana does not hold any shares in the Company and is not related with any other Director of the Company.

None of the Directors, except Ms. Ambalika Rana is concerned or interested financially or otherwise in this resolution.

The Board recommends the resolution set forth in Item No.4 for the approval of the members.

Date: 25th day of September, 2018

By order of the Board of Directors
Tetra Pak India Private Limited



Registered Office:
Plot no B-53, Chakan MIDC,
Phase II, Village Vasuli, Tal-Khed
Pune – 410 501

Sd/-
Sunil Tembe
Company Secretary
A7772

ATTENDANCE SLIP

Regd. Folio No. _____

No. of Shares held: _____

I certify that I am a member/Proxy for the member of the Company.

I hereby record my presence at the 30th Annual General Meeting of the Company at Plot no. B-53, Chakan MIDC, Phase II, Village Vasuli, Tal-Khed, Pune - 410 501 on Saturday, the 29th day of September, 2018 at 11.00 a.m

Member's / Proxy's Name
[NAME BLOCK LETTERS]

Signature of Member/Proxy

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]

CIN: U21014PN1987PTC012926

Name of the Company: Tetra Pak India Private Limited

Registered office: Plot no. B-53, Chakan MIDC, Phase II, Village Vasuli, Tal-Khed, Pune - 410 501

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|-------------------------|
| 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 :

1. Name:
Address:
E-mail Id:
Signature:....., or failing him
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 **30th Annual General Meeting** of the Company, to be held on **Saturday, the 29th day of September, 2018 at 11.00 a.m.** at **Plot no. B-53, Chakan MIDC, Phase II, Village Vasuli, Tal-Khed, Pune - 410 501** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Summary of Business to be transacted at the Annual General Meeting |
|--------------------------|---|
| Ordinary Business | |
| 1. | To receive, consider and adopt the audited financial statements for the financial year ended 31st March 2018, and the Report of Directors and Auditors thereon. |
| 2. | To declare dividend for the financial year ended 31st March, 2018. |
| Special Business | |
| 3. | Appointment of Mr. Ashutosh Manohar as Director. |
| 4. | Appointment of Ms. Ambalika Rana as Director. |

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

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| Affix one Rupee Revenue Stamp |
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Note: 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.