

## RAJSHREE POLYPACK LIMITED

### NOTICE

NOTICE is hereby given that the **Tenth (10<sup>th</sup>) Annual General Meeting (the "Meeting" or "AGM")** of the RAJSHREE POLYPACK LIMITED will be held on **Friday, September 24, 2021 at 04.00 pm IST** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Lodha Supremus Unit No 503-504, 5<sup>th</sup> Floor, Road No. 22, Kishan Nagar, Near New Passport Office, Wagle Estate Thane West - 400604.

#### **ORDINARY BUSINESS**

##### **Item No. 1- Adoption of financial statements**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and the Auditors thereon.

##### **Item No. 2- Declaration of Dividend**

To declare final dividend of ₹ 1.00/- (Rupee 1.00) per equity share i.e. 10% on face value of ₹ 10/- each per equity share for the financial year ended March 31, 2021.

##### **Item No. 3- Appointment of Mr. Alain Edmond Berset (DIN:07181896) as a director liable to retire by rotation**

To appoint Mr. Alain Edmond Berset (DIN:07181896) who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

##### **Item No. 4- Ratification of Remuneration to Cost Auditor**

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 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded for the remuneration payable to **M/s. V.J. Talati & Co, Cost Accountants, Mumbai** (Firm Registration No.R00213), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, being ₹51,000/- Rupees Fifty-One Thousand only) plus applicable taxes, out of pocket expenses, travelling and other expenses incurred in performance of their duties, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** (i) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Joint Managing Director or (ii) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer or (iii) Mr. Naresh Radheshyam Thard, Joint Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution."

##### **Item No. 5- Appointment of Mr. Praveen Bhatia (DIN:00147498) as the Non- Executive 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 recommendation of the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board"), Mr. Praveen Bhatia (DIN:00147498) who was appointed as an Additional Director of the Company w.e.f. June 24, 2021 by the Board and who holds office upto the date of this AGM under the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the name of Mr. Praveen Bhatia (DIN:00147498) (as a candidate for the office of director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the NRC and the Board and subject to the provisions of the Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Praveen Bhatia (DIN:00147498), who has submitted a declaration of independence under section 149(6) of the Act and is eligible for appointment, approval of the Members of the Company be and is hereby accorded for the appointment as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years commencing from June 24, 2021 upto June 23, 2026.

**RESOLVED FURTHER THAT** Mr. Praveen Bhatia (DIN:00147498) shall not be liable to retire by rotation during his tenure as a Non-Executive Independent Director of the Company.

**RESOLVED FURTHER THAT** (i) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Joint Managing Director or (ii) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer or (iii) Mr. Naresh Radheshyam Thard, Joint Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion, deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution.”

**Item No. 6- Appointment of Mr. Anand Sajjankumar Rungta (DIN:02191149) as a Whole-time Director of the Company and approve his remuneration**

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

“**RESOLVED THAT** based on the recommendation of Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors (“**Board**”) and pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anand Sajjankumar Rungta (DIN: 02191149), who was appointed as an Additional Director of the Company w.e.f. June 24, 2021, pursuant to Section 161 and as per Articles of Association of the Company to act as a Director of the Company and who holds office upto the date of this AGM, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** subject to and in accordance with the provisions of Sections 196, 197 & 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force); the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Anand Sajjankumar Rungta (DIN: 02191149) as a Whole-time Director of the Company (designated as ‘Executive Director’), for a period of three (3) years w.e.f. June 24, 2021, liable to retire by rotation, upon such terms and conditions as set out in this resolution and the Explanatory Statement annexed to this Notice and which have been approved and recommended by the NRC and Board, with the liberty and power to the Board (which term shall include its duly constituted Committee(s) to exercise its powers including the powers conferred by this resolution) to vary and alter the terms and conditions of the said appointment as it may deem fit;

**RESOLVED FURTHER THAT** the total remuneration including perquisites payable to a Whole-time Director shall be in accordance with the provisions of Section 197 and/or Schedule V of the Act (as amended from time to time);

**RESOLVED FURTHER THAT** the Board (on the recommendation of the NRC) be and is hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the appointment of Mr. Anand Sajjankumar Rungta (DIN: 02191149), in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and as may be agreed by and between the Board and Mr. Anand Sajjankumar Rungta (DIN: 02191149), without requiring to obtain any further approval from the shareholders.

**RESOLVED FURTHER THAT** not with standing anything contained here in above, where in any financial year during the tenure of a

Whole-time Director, the Company has no profits or its profits are inadequate; the Board, on the basis of recommendation of the NRC, is hereby authorized to approve and pay the remuneration to a Whole-time Director by way of salary, perquisites and other allowances, whether or not the same is above the limits specified in Table (A) Section II of Part II of Schedule V to the Act and its provisions thereby, including any amendment thereof.

**RESOLVED FURTHER THAT** (i) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Joint Managing Director, or (ii) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer or, (iii) Mr. Naresh Radheshyam Thard, Joint Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution.”

**Item No. 7- To re-appoint Mr. Ramswaroop Radheshyam Thard (DIN: 02835505) as the Chairman & Managing Director**

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

“**RESOLVED THAT** based on the recommendation of Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors (“**Board**”) and in accordance with the provisions of Sections 196, 197 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the Articles of Association of the Company, approval of the Members of the Company be and is here accorded for re-appointment of Mr. Ramswaroop Radheshyam Thard (DIN: 02835505), as the Chairman & Managing Director of the Company, for a period of five (5) years w.e.f. October 15, 2021, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** (i) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Joint Managing Director or (ii) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer or (iii) Mr. Naresh Radheshyam Thard, Joint Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion, deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

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**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution."

**Item No. 8- To re-appoint Mr. Naresh Radheshyam Thard (DIN: 03581790) as the Joint Managing Director**

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

**"RESOLVED THAT** based on the recommendation of Nomination and Remuneration Committee ("**NRC**") and the Board of Directors ("**Board**") and in accordance with the provisions of Sections 196, 197 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the Articles of Association of the Company, approval of the Members of the Company be and is here accorded for re-appointment of Mr. Naresh Radheshyam Thard (DIN: 03581790), as the Joint Managing Director of the Company, for a period of five (5) years w.e.f. February 1, 2022, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** (i) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Joint Managing Director or (ii) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer or (iii) Mr. Naresh Radheshyam Thard, Joint Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion, deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution."

**Item No. 9- To modify the resolution passed relating to the appointment of Mr. Pradeep Kumar Gupta (DIN: 08335342), Non-Executive 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** in partial modification to the resolution passed by the Members at the 8<sup>th</sup> AGM of the Company, relating to the appointment of Mr. Pradeep Kumar Gupta (DIN: 08335342), Non-Executive Independent Director of the Company for a period of five (5) consecutive years; the approval of the Members

of the Company be and is hereby accorded for modifying the words and figures "commencing from September 27, 2019 upto September 26, 2024", be substituted for the words and figures "commencing from January 25, 2019 upto January 24, 2024, in the said resolution".

**RESOLVED FURTHER THAT** (i) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Joint Managing Director or (ii) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer or (iii) Mr. Naresh Radheshyam Thard, Joint Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution."

**Item No. 10- To modify the resolution passed relating to the appointment of Mrs. Sangeeta Sarin (DIN: 08659655), Non-Executive 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** in partial modification to the resolution passed by the Members at the 9<sup>th</sup> AGM of the Company relating to the appointment of Mrs. Sangeeta Sarin (DIN: 08659655), Non-Executive Independent Director of the Company for a period of five (5) consecutive years, the approval of the Members of the Company be and is hereby accorded for modifying the words and figures "commencing from September 28, 2020 upto September 27, 2025", be substituted for the words and figures "commencing from January 8, 2020 upto January 7, 2025, in the said resolution"

**RESOLVED FURTHER THAT** (i) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Joint Managing Director or (ii) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer or (iii) Mr. Naresh Radheshyam Thard, Joint Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with

the Registrar of Companies for the purpose of giving effect to aforesaid resolution.”

**Item No. 11: Approval of Related Parties Transactions**

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

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members in their meeting held on September 27, 2019 and pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Meetings of Boards and Its Power) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof for time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors (“**Board**”), approval of the Members of the Company be and is hereby accorded to the Board members (which term shall include a Committee constituted by the Board or any person(s) authorized by the Board) to enter into Related Party transaction(s) with the following Related Parties on arm’s length basis for an aggregate amount not exceeding ₹ 4,620 lakhs (Rupees Forty-Six Crores Twenty Lakhs only) during the period from April 1, 2021 to March 31, 2023 and maximum amount per annum, as mentioned hereunder:

(₹ in Lakhs)

Sr. No.	Name of the Related Parties	Nature of relationship	Nature of transactions to be undertaken	Expected Annual Value of Transactions
1	M/s. Orbit Industries	Enterprises having same Key Managerial Personnel	Purchases	500
			Sales	500
			Work Order	400
2	M/s. Bobson Industries	Enterprises having same Key Managerial Personnel	Purchases	300
			Sales	150
			Work Order	400
			Rental Services	10
3	M/s. Rajshree Infotech	Enterprises having same Key Managerial Personnel	Rental Services	50
<b>Total</b>				<b>2,310</b>

**RESOLVED FURTHER THAT** (i) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Joint Managing Director or (ii) Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and- Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer or (iii) Mr. Naresh Radheshyam Thard, Joint Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard,

Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution.”

**By Order of the Board of Directors  
For Rajshree Polypack Limited**

Sd/-

**Date: August 25, 2021**

**(Mitali Rajendra Shah)**

**Place: Thane Company Secretary and Compliance Officer**

**Regd. Office:**

**Rajshree Polypack Limited**

Lodha Supremus, Unit No. 503-504,  
5<sup>th</sup> Floor, Road No. 22, Kishan Nagar,  
Near New Passport Office, Wagle Estate,  
Thane (West) 400 604.

Tel No. : +91-22 25818200,

Fax : +91-22 25818250

CIN : L25209MH2011PLC223089

Website : www.rajshreepolypack.com

E-mail id: info@formpack.co.in

**NOTES TO NOTICE:**

- In view of the current extraordinary circumstances caused by the COVID-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated May 5, 2020 in relation to “Clarification on holding of AGM through VC or OAVM” read with General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, No. 33/2020 dated September 28, 2020 General Circular No. 39/2020 dated December 31, 2020 and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as (“**MCA Circulars**”) permitted Companies to hold their AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and MCA Circulars, the current AGM of the Company is being held through VC / OAVM. The deemed venue for the 10<sup>th</sup> AGM will be the registered office of the Company.
- Since the 10<sup>th</sup> AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- The Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto and forms part of this Notice.
- The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), in respect of Directors seeking approval for appointment/re-appointment at the AGM, forms part of the annexure to this Notice.
- Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Body Corporates are entitled to appoint authorised representatives to attend

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- the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. The Members can join the AGM in the VC/OAVM mode thirty (30) minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis.
  7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  8. Members desirous of seeking information in respect of Accounts of the Company are requested to send their queries to [cosec@rajshreepolypack.com](mailto:cosec@rajshreepolypack.com) on or before **Friday, September 17, 2021**.
  9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.
  10. Register of Members and Transfer Books of the Company will remain closed from **Saturday, September 18, 2021 to Friday, September 24, 2021 (both dates inclusive)** for the purpose of determining the shareholders entitled to the Dividend as recommended by the Board of Directors for the year ended March 31, 2021.
  11. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on **Friday, September 17, 2021**.
  12. Any non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **Friday, September 17, 2021**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company /RTA. 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 call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Friday, September 17, 2021** may follow steps mentioned in the Notice of the AGM under "**Access to NSDL e-Voting system**".
  13. 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 the Depository Participant with whom they are maintaining their demat account.
  14. As per the provisions of Section 72 of the Act the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.rajshreepolypack.com](http://www.rajshreepolypack.com) (under 'Investors' section). Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form.
  15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.
  16. In view of the COVID-19 pandemic and resultant difficulties involved in dispatch of physical copies of the Annual Report, the MCA, vide its Circular dated May 5, 2020 has dispensed with the requirement of dispatch of physical copies of the Annual Report. Accordingly, the Notice of the AGM along with the Annual Report 2020-2021 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-2021 will also be available on the Company's website [www.rajshreepolypack.com](http://www.rajshreepolypack.com), websites of the Stock Exchanges i.e. Emerge Platform of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>. For any communication, the shareholders may also send requests to the Company's dedicated investor email-id: [cosec@rajshreepolypack.com](mailto:cosec@rajshreepolypack.com).
  17. Members who have not claimed/received their dividend paid by the Company in respect of earlier years, are requested to write to the Company's Registrar and Transfer Agent, Link In Time India Private Limited. Members are requested to note that in terms of Section 125 of the Act; any dividend unpaid / unclaimed for a period of seven(7) years from the date these first became due for payment, is to be transferred to the Central Government to the credit of the Investor Education & Protection Fund (IEPF). In view of this, members/claimants are requested to claim their dividends from the Company, within the stipulated timeline.
  18. Members, who wish to inspect the documents, as mentioned in this AGM Notice or as required under law, may write to the Company at [cosec@rajshreepolypack.com](mailto:cosec@rajshreepolypack.com) and the Company shall endeavour to provide inspection of documents to such Member.
  19. Members at the 8<sup>th</sup> AGM of the Company, held on Friday, September 27, 2019 had approved the appointment of **M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W)**, as statutory auditors of the Company, to hold office for a period of five (5) years, subject to ratification of shareholders, from the conclusion of the 8th AGM till the conclusion of the 13<sup>th</sup> AGM. The Ministry of Corporate Affairs vide its Notification dated May 7, 2018 has dispensed with the requirement of ratification of Auditors

appointment by shareholders every year. Hence, the resolution relating to ratification of Auditors' appointment is not included in the Notice to the AGM.

20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Depositories.
21. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by email to [tdscertificate@rajshreepolypack.com](mailto:tdscertificate@rajshreepolypack.com) by 06.00 PM (IST), Friday September 10, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [tdscertificate@rajshreepolypack.com](mailto:tdscertificate@rajshreepolypack.com). The aforesaid declarations and documents need to be submitted by the shareholders by 06.00 PM (IST), Friday, September 10, 2021. For detailed instructions and formats of the Forms and documents to be submitted, please visit [www.rajshreepolypack.com](http://www.rajshreepolypack.com).

#### VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 ("Act"), Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, ("SEBI Listing Regulations") the Company is pleased to provide its members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. **The remote e-voting period begins on Tuesday, September 21, 2021 at 09.00 A.M. and ends on Thursday, September 23, 2021 at 5:00 P.M.** During this period members of the Company, holding shares, as on the cut-off date of **Friday, September 17, 2021**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
- III. The Company has appointed Mr. Nishant Bajaj (ACS 28341; COP 21538), Practicing Company Secretary as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner.
- IV. The facility for e-voting, shall also be made available during the AGM and Members attending the AGM through VC/OAVM, who have not already cast their vote by remote e-voting, may exercise their right to vote during the AGM through the NSDL portal.
- V. The members who have cast their vote by remote e-voting prior to the AGM can also participate through VC / OAVM, but shall not be entitled to cast their vote through e-voting again.
- VI. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The procedure to login to e-Voting website consists of two steps as detailed hereunder.





#### Step 1: Access to NSDL e-Voting system

- A)** Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>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></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**A) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
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*****.

5. Password details for shareholders other than Individual shareholders 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.
- a) How to retrieve your 'initial password'?
  - i. If your email 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.**

1. 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 etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
2. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
3. Now, you will have to click on "Login" button.
4. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nishantbajajcs@gmail.com](mailto:nishantbajajcs@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



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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.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at [AnubhavS@nsdl.co.in](mailto:AnubhavS@nsdl.co.in) / + 91 22 24994890 or write to the Company at [cosec@rajshreepolypack.com](mailto:cosec@rajshreepolypack.com) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### OTHER INSTRUCTIONS:

- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. 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 voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
- Any person, who acquires shares of the Company and becomes a Member of the Company after mailing of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the Meeting, 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 make, not later than 2 (two) working days from 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 authorised by him in writing, who shall countersign the same.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rajshreepolypack.com](http://www.rajshreepolypack.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously forward the results to Emerge Platform of National Stock Exchange of India Limited, where the shares of the Company is listed.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting and updation of bank account mandate for receipt of dividend for the resolutions set out in this notice:**

- Shareholders may register their e-mail address, if not registered by providing 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 [cosec@rajshreepolypack.com](mailto:cosec@rajshreepolypack.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

- In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- For updation of Bank details please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

### INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC / OAVM :

- Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN 117312 for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), 1800-222-990 or Mr. Anubhav Saxena at [AnubhavS@nsdl.co.in](mailto:AnubhavS@nsdl.co.in) / + 91 22 24994890 or write to the Company at [cosec@rajshreepolypack.com](mailto:cosec@rajshreepolypack.com). at + 91 22 24994890 or write to the Company at [cosec@rajshreepolypack.com](mailto:cosec@rajshreepolypack.com)
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cosec@rajshreepolypack.com](mailto:cosec@rajshreepolypack.com). between Wednesday, September 15, 2021 and Monday September, 20, 2021. The facility to express views/ask questions during the AGM shall be restricted only to those members who have pre-registered themselves as a speaker. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board of Directors  
For Rajshree Polypack Limited

Sd/-

(Mitali Rajendra Shah)

Company Secretary and Compliance Officer

Date: August 25, 2021

Place: Thane

Regd. Office:

Rajshree Polypack Limited

Lodha Supremus, Unit No. 503-504,

5<sup>th</sup> Floor, Road No. 22, Kishan Nagar,

Near New Passport Office, Wagle Estate,

Thane (West) 400 604.

Tel No. : +91-22 25818200,

Fax : +91-22 25818250

CIN : L25209MH2011PLC223089

Website : [www.rajshreepolypack.com](http://www.rajshreepolypack.com)

E-mail id: [info@formpack.co.in](mailto:info@formpack.co.in)

**ANNEXURE TO NOTICE**

**INFORMATION ON DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARDS -2**

<b>Name</b>	Mr. Alain Edmond Berset	Mr. Praveen Bhatia	Mr. Anand Sajjankumar Rungta	Mr. Ramswaroop Radheshyam Thard	Mr. Naresh Radheshyam Thard
<b>DIN</b>	07181896	00147498	02191149	02835505	03581790
<b>Designation</b>	Non-Executive, Nominee Director	Additional Director (Non-Executive Independent)	Additional Director (Executive)	Chairman & Managing Director	Joint Managing Director
<b>Date of Birth (Age)</b>	January 30, 1974 (47 years)	June 26, 1960 (61 years)	December 3, 1978 (43 years)	April 1, 1974 (47 years)	October 10, 1975 (46 years)
<b>Date of Appointment in the current position</b>	May 2, 2016	June 24, 2021	June 24, 2021	October 15, 2016	February 1, 2017
<b>Nationality</b>	Swiss	Indian	Indian	Indian	Indian
<b>Qualifications</b>	Mechanical Engineering; Masters of Business Administration.	B. Com., FCA of ICAI.	First year, B.Com.	Bachelors of Engineering.	First year B. Com.
<b>Expertise in specific Functional Areas</b>	He has an experience of more than twenty (20) years in company management, international business, engineering & manufacturing of machines for packaging, international business and project management.	He has a rich experience of thirty (30) years in the packaging industry. He is a Techno Commercial expert with a unique combination of skill sets. Being CA by education and having good know-how in the packaging industry, he has helped many entrepreneurs to set up projects in the packaging segment.	He has an experience of more than eight (8) years in textile and transportation industry. He is presently a Partner in Orbit Industries and Bobson Industries which undertakes various activities such as manufacturing, trading, import and export, commission agency of plastic items and other products.	He has an experience of more than twenty (20) years in the packaging industry. He is the founder of the Company and plays a very pivotal role in business development, sales, administration and finance functions of our Company.	He has an experience of more than twenty (20) years in the plastic packaging industry. He is co-founder of the Company along with Mr. Ramswaroop Radheshyam Thard. He is a specialist in Plastic Processing and Packaging. He drives the growth of the company along with the CMD.
<b>Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)</b>	NA	1. Provestment Services Limited – Non-Executive Director	NA	NA	NA
<b>Chairman/ Member of Committee of other Company</b>	Nil	Nil	Nil	Nil	Nil

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<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	NA	NA	NA	Brother of Mr. Naresh Radheshyam Thard	Brother of Mr. Ramswaroop Radheshyam Thard
<b>No. of Shares held in the company (as on March 31, 2021)</b>	Nil	Nil	1,89,513	20,95,158	17,28,178
<b>Remuneration proposed to be paid</b>	Nil	Nil	₹ 18.00 lakhs	The existing remuneration will continue until further changes, if any, and duly approved by the members as required.	The existing remuneration will continue until further changes, if any, and duly approved by the members as required.
<b>Remuneration last drawn (including sitting fees, if any) for financial year 2020-2021</b>	₹ 0.45 lakhs	₹ 0.60 lakhs	-	₹ 76.66 lakhs	₹ 60.50 lakhs
<b>Number of Board meetings attended during the financial year 2020-2021</b>	3 out of 4	4 out of 4	-	4 out of 4	4 out of 4
<b>Directorship of other Companies in India (as on March 31, 2021)</b>	1. Wifag Polytype Holding Private Limited	1. Provestment Services Limited 2. Profile Packaging Private Limited 3. Chaitali Exports Private Limited 4. Double Aey Consultants Private Limited 5. Wifag Polytype Holding Private Limited	Nil	Nil	Nil
<b>Chairmanship/ Membership of the Committees of the Board of the Directors (as on March 31, 2021)</b>	Nil	Nomination and Remuneration Committee (Chairman)* Corporate Social Responsibility (Member)*	Stakeholder Relationship Committee (Member)	Audit Committee (Member) Corporate Social Responsibility Committee (Chairman) Executive Committee (Member)	Stakeholder Relationship Committee (Member) Corporate Social Responsibility (Member) Executive Committee (Member)
<b>Terms and Conditions of Appointment</b>	Nominee Director, liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation	Whole-time Director, liable to retire by rotation	Chairman & Managing Director, not liable to retire by rotation	Joint Managing Director liable to retire by rotation

\* Mr. Praveen Bhatia (DIN: 00147498) resigned from Nominee Directorship w.e.f. April 27, 2021 and was appointed as Additional Director (Non-Executive Independent) w.e.f. June 24, 2021.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT").**

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 11 of the accompanying Notice.

Item No. 4

### **Ratification of Remuneration of Cost Auditors.**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. V.J. Talati & Co, Cost Accountants, Mumbai (Firm Registration No. R00213), as the Cost Auditors to conduct audit of the cost records of the Company for the financial year ending March 31, 2022 for a remuneration of ₹51,000/- (Rupees Fifty One Thousand Only) plus applicable taxes, out-of pocket expenses, traveling and other expenses incurred by them for the purpose of audit for the financial year 2021-2022. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection by the members as stated in point 18 of the Notice given above.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of the Notice relating to the remuneration payable to M/s. V.J. Talati, Cost Accountants, for approval by the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution as set out in Item No. 4.

Item No. 5

### **Appointment of Mr. Praveen Bhatia (DIN:00147498) as the Non- Executive Independent Director of the Company.**

The Board based on the recommendation of the NRC had appointed Mr. Praveen Bhatia as an Additional Director (Non- Executive Independent) w.e.f. June 24, 2021 and subject to the approval of the members. Pursuant to Section 161 of the Act read with the Articles of Association of the Company, Mr. Praveen Bhatia holds office as Additional Director up to the date of this 10<sup>th</sup> AGM and is eligible for appointment as a Director.

The Company has also received the declaration from Mr. Praveen Bhatia stating that he meets the criteria of independence as per Section 149(6) of the Act. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. The detailed profile of Mr. Praveen Bhatia is attached as Annexure to Notice.

A copy of the draft letter of appointment which will be issued to Mr. Praveen Bhatia setting out the terms and conditions of his appointment as an Independent Director will be available for inspection by the members as stated in point 18 of the Notice given above.

In the opinion of the Board, Mr. Praveen Bhatia fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for appointment as Non-Executive Independent Director and is independent of the Management.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 5 of the Notice relating to the appointment of Mr. Praveen Bhatia as a Non-Executive Independent Director of the Company for a period of five (5) years commencing from June 24, 2021 to June 23, 2026, for approval by the members.

Except Mr. Praveen Bhatia, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution as set out in Item No. 5.

Item No. 6

### **Appointment of Mr. Anand Sajjankumar Rungta (DIN: 02191149) as an Whole-time Director of the Company and to approve his remuneration.**

Mr. Anand Sajjankumar Rungta was appointed as Additional Director (Non-Executive category) on February 10, 2021.

Mr. Anand Sajjankumar Rungta has completed the First year course of the Bachelor's degree of Commerce and he has an experience of more than eight (8) years in various activities such as manufacturing, trading, import and export, commission agency of plastic items and other products. Further, he has an experience in textile and transportation industry as well. Considering his skill set and experience, it was proposed that Mr. Anand Sajjankumar Rungta shall lead the general marketing business and be associated in the day to day affairs of the Company. Therefore, the designation of Mr. Anand Sajjankumar Rungta was changed from Additional Director (Non-Executive category) to Additional Director (Executive category) of the Company in the Board meeting dated June 24, 2021.

The Board in their meeting held on June 24, 2021 decided to appoint him as Additional Director (Executive category), liable to retire by rotation based on the recommendations of the NRC, subject to the approval of the Members for a period of three (3) years commencing from June 24, 2021 or till the time Mr. Anand Sajjankumar Rungta is in employment of the Company, whichever is earlier and his remuneration will be effective from July 1, 2021, with the terms and conditions, pursuant to Section 196, 197 and 198 read with Schedule V of the Act and rules applicable thereon.

The Company has received from Mr. Anand Sajjankumar Rungta (i) notice in writing under the provisions of Section 160 of the Act signifying his candidature for the office of Director; (ii) consent in writing to act as director in Form DIR-2; (iii) intimation in Form DIR-8 to the effect that he is not disqualified under the Act; and (iv) notice of interest in Form MBP-1. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority.

A copy of the draft letter of appointment which will be issued to Mr. Anand Sajjankumar Rungta setting out the terms and conditions of his appointment as a Whole time Director and draft agreement to be entered by the Company will be available for inspection by the members as stated in point 18 of the Notice given above.

The Statement containing the information to be given to the members in terms of Schedule V to the Act, is as under:

## RAJSHREE POLYPACK LIMITED

### 1. General Information

Nature of Industry	:	The Company is one of the leaders in manufacturing of rigid plastic sheets and thermoformed packaging products. The Company manufacture customized thermoformed packaging products which are tailored to the client's requirements
Date of Commencement of Commercial Production	:	NA, since the Company has already commenced its business activities.
Foreign Earnings, Investments or Collaborations	:	Foreign Earnings during the year is ₹ 1,105.70 lakhs
Financial performance based on given indicators	:	Financial performance of the Company for the last 3 years are as under:

(₹ in Lakhs)

Particulars	FY 2020-2021	FY 2019-2020	FY 2018-2019
Operational and Other Income	13,009.30	12,799.73	12,751.60
Profit/(Loss) before Tax	1,220.92	1,150.34	1,355.62
Add/ Less: Net Current Tax	285.62	312.14	379.34
Add/Less: Deferred Tax Liability/(Assets) (net)	53.44	(87.80)	(74.65)
<b>Profit/(Loss) after Taxation</b>	<b>881.86</b>	<b>926.00</b>	<b>1050.93</b>

### 2. Information about the appointee:

1	Background details, -	:	Mr. Anand Sajjankumar Rungta is the Additional Director (Executive) and belongs to the Promoter group of our Company.  Mr. Anand Sajjankumar Rungta has completed the First year course of the Bachelor's degree of Commerce and has an experience of more than eight (8) years in various activities such as manufacturing, trading, import and export, commission agency of plastic items and other products.
2	Recognition or awards	:	Nil
3	Past Remuneration	:	Nil
4	Job Profile and his Suitability	:	He is the Additional Director (Executive category) of the Company.  He has an experience of more than eight (8) years in various activities such as manufacturing, trading, import and export, commission agency of plastic items and other products. Further, he has an experience in textile and transportation industry as well. Considering his skill set and experience, it is proposed that Mr. Anand Sajjankumar Rungta shall be leading the general marketing business and be associated in the day to day affairs of the Company.
5	Remuneration proposed	:	₹ 18.00 lakhs per annum
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	:	Compared to the remuneration profile of persons with respect to this industry and size, Mr. Anand Sajjankumar Rungta is entitled to the proposed remuneration.
7	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key managerial personnel, if any	:	Except being a part of the Promoter Group, holding 1,89,513* shares (1.69% of the total shareholding) and receiving remuneration, he does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel.

\*The shareholding specified is as on March 31, 2021

The Board recommends the resolutions at item No. 6 for the approval of members of the Company by way of Special Resolution.

Except Mr. Anand Sajjankumar Rungta, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution as set out in Item No. 6.

Item No. 7

#### Re-appointment of Mr. Ramswaroop Radheshyam Thard (DIN: 02835505) as the Chairman & Managing Director.

Mr. Ramswaroop Radheshyam Thard was appointed as the Managing Director of the Company for a period of five (5) years w.e.f. October 15, 2016, post approval of the Members. Subsequently, he was re-designated as Chairman & Managing Director of the Company in the Board meeting dated December 18, 2017 w.e.f. December 18, 2017. The present term of Mr. Ramswaroop Radheshyam Thard comes to an end on October 14, 2021. Pursuant to the provisions of Section 196 of the Act, Managing Director can be reappointed prior to expiry of his term, provided such reappointment shall not be made prior to one (1) year before the expiry of his term. The Board has, based

on the recommendation of the NRC and subject to the approval of the Members, approved the re-appointment of Mr. Ramswaroop Radheshyam Thard as Chairman & Managing Director for a further period of five (5) years, post completion of his present term in October 2021.

Mr. Ramswaroop Radheshyam Thard will be re-designated as Chairman & Managing Director w.e.f. October 15, 2021. Mr. Ramswaroop Radheshyam Thard is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Chairman & Managing Director of the Company. Mr. Ramswaroop Radheshyam Thard satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The detailed profile of Mr. Ramswaroop Radheshyam Thard is attached as Annexure to Notice.

A copy of the draft agreement to be entered by the Company with Mr. Ramswaroop Radheshyam Thard shall be available for inspection by the members as stated in point 18 of the Notice given above.

The Statement containing the information to be given to the members in terms of Schedule V of the Act is as under:

### 1. General Information

Nature of Industry	:	The Company is one of the leaders in manufacturing of rigid plastic sheets and thermoformed packaging products.  The Company manufacture customized thermoformed packaging products which are tailored to the client's requirements
Date of Commencement of Commercial Production	:	NA, since the Company has already commenced its business activities.
Foreign Earnings, Investments or Collaborations	:	Foreign Earnings during the year is ₹ 1,105.70 lakhs
Financial performance based on given indicators	:	Financial performance of the Company for the last three (3) years are as under:

(₹ in Lakhs)

Particulars	FY 2020-2021	FY 2019-2020	FY 2018-2019
Operational and Other Income	13,009.30	12,799.73	12,751.60
Profit/(Loss) before Tax	1,220.92	1,150.34	1,355.62
Add/ Less: Net Current Tax	285.62	312.14	379.34
Add/Less: Deferred Tax Liability/(Assets) (net)	53.44	(87.80)	(74.65)
<b>Profit/(Loss) after Taxation</b>	<b>881.86</b>	<b>926.00</b>	<b>1050.93</b>

### 2. Information about the appointee:

1	Background details	:	Mr. Ramswaroop Radheshyam Thard is the Promoter, Chairman & Managing Director of our Company.  He has been Managing Director of our Company since incorporation. He holds a Bachelor's degree of Engineering from the University of Pune.
2	Recognition or awards	:	Nil
3	Past Remuneration	:	₹ 76.66 lakhs per annum
4	Job Profile and his Suitability	:	He is the Chairman & Managing Director of the Company. He is the founder of the Company and plays a very pivotal role in inculcating design thinking and management, leading consumer research, strategic business transformation, new product and brand development and people management, business development, sales, administration and finance functions of our Company.  He has been instrumental in successful launching of new products and developing new brands for the Company. He has actively contributed towards achieving the overall vision of the Company.
5	Remuneration proposed	:	Same as existing remuneration.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	:	Compared to the remuneration profile of position and persons with respect to this industry and size, Mr. Ramswaroop Radheshyam Thard is entitled to the proposed remuneration.
7	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key managerial personnel, if any	:	Except being part of Promoter & Managing Director, holding 20,95,158* shares (18.65% of the total shareholding) and Brother of Mr. Naresh Radheshyam Thard, he does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel.

\*The shareholding specified is as on March 31, 2021

## RAJSHREE POLYPACK LIMITED

The Board recommends the resolutions at item No. 7 for the approval of Members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Ramswaroop Radheshyam Thard (and his relatives) and Mr. Naresh Radheshyam Thard (and his relatives) are in any way, concerned or interested, financially or otherwise, in passing of this resolution as set out in Item No. 7.

Item No. 8:

### Re-appointment of Mr. Naresh Radheshyam Thard (DIN: 03581790) as the Joint Managing Director.

Mr. Naresh Radheshyam Thard was appointed as the Managing Director of the Company for a period of five (5) years w.e.f. February 1, 2017, post approval of the Members. Subsequently, he was re-designated as Joint Managing Director of the Company in the Extra-Ordinary General Meeting dated December 18, 2017. The present term of Mr. Naresh Radheshyam Thard comes to an end on January 31, 2022. Pursuant to the provisions of Section 196 of the Act, Managing Director can be reappointed prior to expiry of his term, provided such reappointment shall not be made prior to one (1) year before the expiry of his term. The Board has, based on the recommendation of the NRC and subject to the approval of the Members, approved the re-appointment of Mr. Naresh Radheshyam Thard as Joint Managing Director for a further period of five (5) years, post completion of his present term in January 2022.

Mr. Naresh Radheshyam Thard will be re-designated as Joint Managing Director w.e.f. February 1, 2022. Mr. Naresh Radheshyam Thard is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Joint Managing Director of the Company. Mr. Naresh Radheshyam Thard satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The detailed profile of Mr. Naresh Radheshyam Thard is attached as Annexure to Notice.

A copy of the draft agreement to be entered by the Company with Mr. Naresh Radheshyam Thard shall be available for inspection by the members as stated in point 18 of the Notice given above.

The Statement containing the information to be given to the members in terms of Schedule V of the Act is as under:

#### 1. General Information

Nature of Industry	:	The Company is one of the leaders in manufacturing of rigid plastic sheets and thermoformed packaging products.  The Company manufacture customized thermoformed packaging products which are tailored to the client's requirements
Date of Commencement of Commercial Production	:	NA, since the Company has already commenced its business activities.
Foreign Earnings, Investments or Collaborations	:	Foreign Earnings during the year is ₹ 1,105.70 lakhs
Financial performance based on given indicators	:	Financial performance of the Company for the last 3 years are as under:

(₹ in Lakhs)

Particulars	FY 2020-2021	FY 2019-2020	FY 2018-2019
Operational and Other Income	13,009.30	12,799.73	12,751.60
Profit/(Loss) before Tax	1,220.92	1,150.34	1,355.62
Add/ Less: Net Current Tax	285.62	312.14	379.34
Add/Less: Deferred Tax Liability/(Assets) (net)	53.44	(87.80)	(74.65)
<b>Profit/(Loss) after Taxation</b>	<b>881.86</b>	<b>926.00</b>	<b>1050.93</b>

#### 2. Information about the appointee:

1	Background details	:	Mr. Naresh Radheshyam Thard is the Promoter and Joint Managing Director of our Company. He has been a Director of our Company since incorporation and has been working as Managing Director since February 1, 2012.
2	Recognition or awards	:	Nil
3	Past Remuneration	:	₹ 60.50 lakhs per annum
4	Job Profile and his Suitability	:	He is the Joint Managing Director of the Company. He is co-founder of the Company along with Mr. Ramswaroop Radheshyam Thard and has been equally instrumental in the growth of our Company. He has strong technical skills in the plastic packaging domain.
5	Remuneration proposed	:	Same as existing remuneration.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	:	Compared to the remuneration profile of persons with respect to this industry and size, Mr. Ramswaroop Radheshyam Thard is entitled to the proposed remuneration.
7	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key managerial personnel, if any	:	Except being part of Promoter & Joint Managing Director, holding 17,28,178* shares (15.38% of the total shareholding) and Brother of Mr. Ramswaroop Radheshyam Thard, he does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel.

\*The shareholding specified is as on March 31, 2021

The Board recommends the resolutions at item No.8 for the approval of members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Naresh Radheshyam Thard (and his Relatives) and Mr. Ramswaroop Radheshyam Thard (and his Relatives) are in any way, concerned or interested, financially or otherwise, in passing of this resolution as set out in Item No. 8.

Item No. 9:

**Modification of the resolution passed relating to the appointment of Mr. Pradeep Kumar Gupta (DIN: 08335342), Non-Executive Independent Director of the Company.**

The members of the Company at 8<sup>th</sup> AGM held on September 27, 2019, approved by way of ordinary resolution the appointment of Mr. Pradeep Kumar Gupta (DIN: 08335342), as the Non-Executive Independent Director of the Company.

In accordance with the provisions of Section 149 and 152 of Act, an independent director shall hold office for a term up to five (5) consecutive years on the Board of a company.

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Pradeep Kumar Gupta (DIN: 08335342) as an Additional Director (Non- Executive Independent Director) w.e.f. January 25, 2019 and was regularized in the 8<sup>th</sup> AGM as an Independent Director of the Company.

The tenure of Mr. Pradeep Kumar Gupta (DIN: 08335342) was considered from date of 8<sup>th</sup> AGM i.e September 27, 2019 up to September 26, 2024.

The text of the resolution so passed is given below:

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Pradeep Kumar Gupta (DIN: 08335342) who was appointed as an Additional Director of the Company w.e.f. January 25, 2019 by the Board of Directors and who holds office up to the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (the “Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the name of Mr. Pradeep Kumar Gupta (DIN: 08335342) as a candidate for the office of director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors and subject to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 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, for the time being in force), Mr. Pradeep Kumar Gupta (DIN: 08335342), who has submitted a declaration of independence under section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years commencing from September 27, 2019 upto September 26, 2024\*.

**RESOLVED FURTHER THAT** Mr. Pradeep Kumar Gupta (DIN: 08335342) shall not be liable to retire by rotation during his tenure as a Non- Executive Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah Company Secretary and Compliance Officer, be and are hereby jointly and/or severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

\*Except his tenure (i.e. January 25, 2019 to January 24, 2024), all other particulars and details in the 8<sup>th</sup> AGM Notice remain unchanged.

Item No. 10:

**Modification of the resolution passed relating to the appointment of Mrs. Sangeeta Sarin (DIN: 08659655), Non-Executive Independent Director of the Company.**

The members of the Company at 9<sup>th</sup> AGM held on September 28, 2020, approved by way of ordinary resolution the appointment of Mrs. Sangeeta Sarin (DIN: 08659655), as the Non-Executive Independent Director of the Company.

In accordance with the provisions of Section 149 and 152 of Act, an independent director shall hold office for a term up to five (5) consecutive years on the Board of a company.

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee had appointed Mrs. Sangeeta Sarin (DIN: 08659655) as an Additional Director (Non-Executive Independent Director) w.e.f. January 8, 2020 and was regularized in the 9<sup>th</sup> AGM as an Independent Director of the Company.

The tenure of Mrs. Sangeeta Sarin was considered from date of 9<sup>th</sup> AGM i.e. September 28, 2020 up to September 27, 2025.

The text of the resolution so passed is given below:

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Sangeeta Sarin (DIN: 08659655) who was appointed as an Additional Director of the Company w.e.f. January 8, 2020 by the Board of Directors and who holds office up to the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 (the “Act”) and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the name of Mrs. Sangeeta Sarin (DIN: 08659655) as a candidate for the office of director, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors and subject to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 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, for the time being in force), Mrs. Sangeeta Sarin (DIN: 08659655), who has submitted a



## RAJSHREE POLYPACK LIMITED

declaration of independence under section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years commencing from September 28, 2020 up to September 27, 2025\*.

**RESOLVED FURTHER THAT** Mrs. Sangeeta Sarin (DIN: 08659655) shall not be liable to retire by rotation during her tenure as a Non-Executive Independent Director of the Company.

**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Joint Managing Director or Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer or Mr. Naresh Radheshyam Thard, Joint Managing Director and Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby severally authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution."

\*Except her tenure (i.e. January 8, 2020 to January 7, 2025), all other particulars and details in the 9<sup>th</sup> AGM Notice remain unchanged.

Item No. 11:

### Approval of Related Parties Transactions.

The Act aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Act and provisions of Regulation 23 of SEBI Listing Regulations that govern the Related Party Transactions, requires that for Related Party Transactions, the Company must obtain prior approval of the Shareholders by way of a resolution, in case the threshold limits are exceeded.

In the light of provisions of Section 188 of the Act read with Rules made there under and Regulation 23 of SEBI Listing Regulations, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

(₹ in Lakhs)

Sr. No.	Name of the Related Parties	Nature of relationship	Nature of transactions to be undertaken	Expected Annual Value of Transactions
1	M/s. Orbit Industries	Enterprises having same Key Managerial Personnel	Purchases	500
			Sales	500
			Work Order	400
2	M/s. Bobson Industries	Enterprises having same Key Managerial Personnel	Purchases	300
			Sales	150
			Work Order	400
			Rental Services	10
3	M/s. Rajshree Infotech	Enterprises having same Key Managerial Personnel	Rental Services	50
<b>Total</b>				<b>2,310</b>

Members are hereby informed that no Members of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Directors recommend the Item No. 11 of the Notice for consent and approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ramswaroop Radheshyam Thard (and his Relatives), Mr. Naresh Radheshyam Thard (and his Relatives) and Mr. Anand Sajjankumar Rungta (and his Relatives) is in any way, concerned or interested, financially or otherwise in passing of this resolution as set out in Item No. 11.

**By Order of the Board of Directors**  
For Rajshree Polypack Limited

Sd/-

(Mitali Rajendra Shah)

Company Secretary and Compliance Officer

**Date : August 25, 2021**

**Place: Thane**

**Regd. Office:**

**Rajshree Polypack Limited**

Lodha Supremus, Unit No. 503-504,

5<sup>th</sup> Floor, Road No. 22, Kishan Nagar,

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