

RAJSHREE POLYPACK LIMITED

NOTICE

NOTICE is hereby given that the Twelfth (12th) **Annual General Meeting** ("Meeting" or "AGM") of **RAJSHREE POLYPACK LIMITED** will be held on **Thursday, August 31, 2023 at 04.00 pm IST** through Video Conference ("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 at Lodha Supremus Unit No 503-504, 5th Floor, Road No. 22, Kishan Nagar, Near New Passport office, Wagle Estate Thane West-400604.

ORDINARY BUSINESS

Item No. 1- Adoption of Audited Standalone and Consolidated financial statements

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors' thereon.

Item No. 2- Declaration of Dividend

To declare final dividend of ₹0.50/- (Rupee Fifty paise) per equity share i.e. 5% on face value of ₹10/- each per equity share for the financial year ended March 31, 2023.

Item No. 3- Appointment of Director in place of Mr. Anand Sajjankumar Rungta (DIN: 02191149) who retires by rotation and being eligible, offers himself for re-appointment

To appoint a Director in place of Mr. Anand Sajjankumar Rungta (DIN: 02191149) 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 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 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 on the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, amounting to ₹ 60,000/- (Rupees Sixty 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 for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members."

Item No. 5- Grant of approval for payment of Professional fees to Mr. Praveen Bhatia (DIN:00147498), Independent Director for providing professional services for financial year 2023-24

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

"RESOLVED THAT pursuant to the provisions of Articles of Association of the Company, Section 197, 198 and any other applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder, Regulation 17(6)(a) 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), the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("**Board**"), consent of the Members be and is hereby accorded for payment of professional fees amounting to ₹1,00,000/- (Rupees One Lakh only) per month to Mr. Praveen Bhatia (DIN:00147498), Independent Director of the Company for professional services to be rendered by him to the Company, over and above the remuneration and the sitting fees to which he is entitled as an Independent Director, for the financial year 2023-24.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members."

RAJSHREE POLYPACK LIMITED

Item No. 6-Approval for enhancement in the limits applicable for extending loans, making investments, and providing guarantee(s) or security under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT in supersession of the Resolution passed by the shareholders vide Postal Ballot dated August 4, 2022 and pursuant to the provisions of Section 186 of the Companies Act, 2013 (**“Act”**) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and other applicable laws (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, and pursuant to recommendation by the Audit Committee and approval of the Board of Directors (**“Board”**), approval of the Members of the Company be and is hereby accorded to the Board, (which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to:

- i) give any loan to any person or other body corporate;
- ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and
- iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding to ₹250 Crores (Rupees Two Hundred Fifty Crores only), outstanding at any point of time.

RESOLVED FURTHER THAT the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, may exceed the limits prescribed under section 186(2) of the Act, but shall not exceed ₹250 Crores (Rupees Two Hundred Fifty Crores Only) at any point in time.

RESOLVED FURTHER THAT any of the Directors on the Board of the Company or any duly constituted Committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto to give effect to the foregoing resolution or to settle any questions, difficulties or doubts that may arise about the foregoing resolution, without being required to seek any further clarification, consent or approval of the Members”.

Item No. 7- To consider and approve the Material Related Party Transaction(s) related to grant of Corporate Guarantee to Olive Ecopak Private Limited

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“SEBI Listing Regulations”**), the applicable provisions of the Companies Act, 2013 (**“Act”**) read with the relevant Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consents, sanctions and permissions as may be necessary from time to time and basis the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Olive Ecopak Private Limited, a ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of ‘Related Party Transactions’, for giving of corporate guarantee for an amount not exceeding ₹150 crores (Rupees One hundred and fifty crores), whether as an individual transaction or series of transactions, and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between Olive Ecopak Private Limited and the Company for the period commencing from ensuing 12th Annual General Meeting upto the 13th Annual General Meeting to be held in the year 2024, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall deem to include the Audit Committee of the Company or any other persons(s) authorised by the Board), be and is hereby authorised to perform and execute all such acts, deeds, matters, and things including delegation of any authority, as may be deemed necessary and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members.

RAJSHREE POLYPACK LIMITED

Item No. 8- Increase in Remuneration of Mr. Anand Sajjankumar Rungta (DIN: 02191149), Whole -time Director of the Company

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

“RESOLVED THAT pursuant to Sections 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with Schedule V of the Act and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for increasing the remuneration to be paid to Mr. Anand Sajjankumar Rungta, (DIN:02191149), Whole-time Director (“WTD”) of the Company w.e.f April 1, 2023, during the currency of his tenure as WTD of the Company i.e., till June 23, 2024, as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the currency of his tenure as WTD, Mr. Anand Sajjankumar Rungta shall be paid remuneration not exceeding the ceiling laid down under Schedule V of the Companies Act, 2013, as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

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

Sd/-

(Mitali Rajendra Shah)
Company Secretary &
Compliance Officer

Date: May 15, 2023
Place: Daman

NOTES FOR MEMBERS’ ATTENTION

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the special business (Item nos. 4 to 8) to be transacted at the 12th Annual General Meeting (“AGM”) as set out in the Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) in continuation to previous Circulars has further extended the relaxation of convening the AGM through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) vide Circular dated 28th December, 2022. The Securities and Exchange Board of India (“SEBI”) has also extended the same relaxation vide its Circular dated 05th January, 2023 (collectively referred to as “said Circulars”). In view of this, the 12th AGM is being conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

National Securities Depositories Limited (“NSDL”) will be providing the facility for voting through remote e-Voting, for participation in the AGM through VC / OAVM facility and e-Voting during the AGM.

The procedure for participating in the meeting through VC / OAVM is explained in note no. 12 below and is also available on the website of the Company at www.rajshreepolypack.com

3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in terms of the provisions of Sections 112 and 113 of the Act read with the said Circulars, Institutional/ Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC / OAVM on their behalf and participate thereat, including casting votes by electronic means.
4. In accordance with the circulars issued by MCA and SEBI, the Notice of the 12th AGM along with the Annual Report 2022-23 is being sent by electronic mode to Members whose email id is registered with the Company or the Depository Participants (“DPs”). Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the Circulars issued by MCA and SEBI, the Annual Report including Notice of the 12th AGM of the Company will also be available on the website of the Company at www.rajshreepolypack.com. The same can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com. Physical copy of the Notice of the 12th AGM along with the Annual Report 2022-23 shall be sent to those Members who request for the same.
5. Particulars pursuant to Regulation 36(3) of SEBI Listing Regulations pertaining to the Directors being appointed / re-appointed are annexed hereto to this Notice.

RAJSHREE POLYPACK LIMITED

6. Members are requested to send all their documents and communications pertaining to shares to **Link Intime India Pvt. Ltd.**, Registrar and Share Transfer Agent ("RTA") of the Company at their office situated at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022-49186000, rnt.helpdesk@linkintime.co.in, for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit – Rajshree Polypack Limited".
7. As per the provisions of Section 72 of the Act, facility for making nomination is available to individuals holding shares of the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website under the weblink at <http://rajshreepolypack.com/wp-content/uploads/2023/03/Form-SH-13-Nomination-Form-1.pdf>.
- Members holding shares in demat mode should file their nomination with their DPs for availing this facility.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Subdivision / Splitting of securities certificate; Consolidation of securities certificates / folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website under the weblink at <http://rajshreepolypack.com/wp-content/uploads/2023/03/Form-ISR-4-Request-for-issue-of-Duplicate-Certificate.pdf>
- Member holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat / electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares / issuance of equity shares in physical form have been disallowed by SEBI.
9. SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service ("ECS") / National Electronic Clearing Service ("NECS") / Automated Clearing House ("ACH") / Real Time Gross Settlement ("RTGS") / Direct Credit / IMPS / NEFT etc. In order to receive the dividend without any delay, the Members holding shares in physical form are requested to submit particulars of their bank accounts in 'Form ISR - 1' along with the original cancelled cheque bearing the name of the Member to RTA / Company to update their bank account details and all the eligible Members holding shares in demat mode are requested to update with their respective DPs before Monday, August 21, 2023, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, e-mail ID and mobile no(s). Member holding shares in physical form may communicate these details to RTA having address at **Link Intime India Pvt. Ltd.**, C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022 - 4918 6000, rnt.helpdesk@linkintime.co.in, before Monday, August 21, 2023 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their PAN card.
10. Members are requested:
- To quote their folio number / DP ID and Client ID in all correspondence.
 - To notify immediately change of their address and bank particulars to the RTA in case the shares are held in physical form; and in case the shares are held in dematerialised form, the information should be passed on directly to their respective Depository Participant and not to the Company / RTA, without any delay.
11. 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 and the Company shall endeavor to provide inspection of documents by such Member.
12. **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM**
- Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-Voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that 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.
 - For convenience of the Members and proper conduct of AGM, Members can login and join atleast 30 (thirty) minutes before the time scheduled for the AGM and the window for login shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on 'first come first serve' basis. This will not include large Members (i.e. Members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
 - Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

RAJSHREE POLYPACK LIMITED

- IV. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- V. Members seeking any information with regard to accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, August 24, 2023, by 5.00 p.m. through email on cosec@rajshreepolypack.com. The same will be replied by / on behalf of the Company suitably. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
13. The instructions and other information relating to voting through electronic means is given hereunder:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the 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. The Company has engaged the services of
- IV. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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.


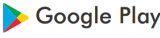


Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting.

National Securities Depository Limited ("**NSDL**"), who will provide the e-voting facility to a Member using remote e-voting system (e-voting from a place other than venue of the AGM) ("**Remote e-voting**") as well as e-voting during the proceeding of the AGM (e-voting at the AGM).

- II. Members who have cast their vote by remote e-voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- III. The remote e-Voting period commences on Monday, August 28, 2023 at 09.00 AM and ends on Wednesday, August 30, 2023 at 05.00 PM. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Thursday, August 24, 2023, 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 a Member, the Member shall not be allowed to change it subsequently.

RAJSHREE POLYPACK LIMITED

	<p>4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<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 e-Voting service provider i.e. NSDL 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 & 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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Members holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Members holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

RAJSHREE POLYPACK LIMITED

B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members 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) or Physical	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*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your 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 Members whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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 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.

RAJSHREE POLYPACK LIMITED

General Guidelines for Members

1. Institutional Members (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 info@nbaassociates.co.in with a copy marked to evoting@nsdl.co.in. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. 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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Anubhav Saxena evoting@nsdl.co.in

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cosec@rajshreepolypack.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cosec@rajshreepolypack.com. If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**
3. Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:-

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to cosec@rajshreepolypack.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number.

Only those Members who have registered themselves as speaker by 5.00 p.m. on Friday, August 25, 2023 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.

- V. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date Thursday, August 24, 2023 ("**Cut-off Date**").

RAJSHREE POLYPACK LIMITED

- VI. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch 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 or ashok.sherugar@linkintime.co.in.
- VII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM.
- VIII. Mr. Nishant Bajaj of M/s. Nishant Bajaj & Associates (ACS 28341; COP 21538), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.
- IX. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after completion of the scrutiny of e-voting (votes cast during the AGM and votes cast through remote e-voting). The results declared along with the Scrutinizer's report shall be communicated to NSE and NSDL. The said report will also be displayed on the Company's website at www.rajshreepolypack.com, within two (2) working days of conclusion of the AGM.
- X. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by Members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to cosec@rajshreepolypack.com.
- XI. Members at the 8th 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 13th AGM. The Ministry of Corporate Affairs vide its Notification dated May 7, 2018 has dispensed with the requirement of ratification of Auditors.

13. Dividend related Information

- Final Dividend for the financial year ended March 31, 2023 as recommended by the Board of Directors in the meeting held on May 15, 2023, if approved at the AGM, will be paid to those Members of the Company who hold shares:
 - i) In demat mode, based on the list of beneficial owners to be received from NSDL and CDSL as at the close of business hours on Thursday, August 24, 2023, being the cut-off date;
 - ii) In physical mode, if the names appear in the Company's Register of Members as on Thursday, August 24, 2023, being the cut-off date.
 - iii) The Final Dividend will be paid on or before Friday, September 29, 2023 to those members whose name appear in the Register of Members of the Company as on the record date, subject to deduction of tax at source where applicable.

- The Company provides the facility to the Members for remittance of dividend directly in electronic mode. In view of the outbreak of COVID-19 pandemic and resultant difficulties involved in dispatching of physical dividend warrants, Members desirous of availing the facility of Electronic Credit of dividend are requested to fill up NECS form attached to this Notice and return the same duly filled and signed alongwith a photocopy of a leaf of their cheque book bearing bank account number, on or before Thursday, August 24, 2023. The said details in respect of the shares held in electronic form should be sent to their respective Depository Participant (with a copy to the Company / RTA) for appropriate action before close of work on Thursday, August 24, 2023. For shares held in physical form, the said details should be sent to the Company / RTA for appropriate action.
- In line with the said circulars issued by the MCA and SEBI, in case the Company is unable to pay the dividend to any Member by electronic mode, due to non-availability of their latest bank account details, the Company shall upon normalization of the postal services, dispatch the dividend warrant / cheque to such Members by post.
- Members holding shares in dematerialized form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.
- Members may note that pursuant to the changes introduced by the Finance Act, 2020, the Company would be required to withhold taxes at the prescribed rates on the dividend paid to its Members. The withholding tax rate would vary depending on the residential status of the Member and the documents submitted by them and accepted by the Company. Accordingly, the above referred final dividend will be paid to the Members after deducting the tax at source as follows:

Resident Member:

It may be noted that tax would not be deducted on payment of Dividend to Resident Individual Members, if total dividend to be paid in a financial year does not exceed ₹5,000. Where the dividend payable exceeds ₹5,000 in financial year 2023 -24, please refer to the table below for the details:

Particulars	Applicable Rate	Documents required (if any)
With PAN	10%	Update / Verify the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's RTA - Link Intime India Private Limited (in case of shares held in physical mode) by writing an email at rent.helpdesk@linkintime.co.in If Member is classified as "specified person" as per the provision of section 206AB, tax

RAJSHREE POLYPACK LIMITED

		will be deducted at the rate higher of the following: i. Twice the rate specified in the relevant provision of the Income Tax Act, 1961; or ii. Twice the rate or rates in force; or iii. The rate of 5%.
		<i>Specified person means a person who has not filed the returns of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and the aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in each of these two previous years.</i> For the purpose of identifying whether a Member is categorized as "Specified Person" as per the provision of section 206AB, the tax department has started functionality check on the tax portal. The Company will be relying on the information verified by the utility available on the Income Tax website.
Without PAN / Invalid PAN	20%	-
Submitting Form 15G / Form 15H	NIL	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and older), fulfilling certain conditions. The aforementioned forms for tax exemption can be downloaded from Link Intime's website. The url for the same is as under: https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html On this page select the General tab. All the forms are available under head "Form 15G/15H/10F".
Submitting Order under Section 197 of the Income Tax Act, 1961	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from tax authority.

An Insurance Company as specified under Section 194 of the Income Tax Act, 1961	NIL	Self-declaration that it has full beneficial interest with respect to the shares owned by it along with Self attested PAN.
a) Mutual Fund specified under clause (23D) of Section 10 of the Income Tax Act, 1961	NIL	Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN and registration certificate.
b) Alternative Investment Fund (AIF) established in India		Self-declaration that their income is exempt under Section 10(23FBA) of the Income Tax Act, 1961 and they are established as Category I or Category II AIF under the SEBI Regulations, alongwith self-attested copy of PAN and registration certificate.

Non-Resident Member:

Particulars	Applicable Rate	Documents required (if any)
Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	- Update / Verify the PAN and legal entity status as per the Income Tax Act, 1961, if not already done, with the depositories or with the Company's RTA, as the case may be. - Provide declaration whether the investment in shares has been made under the general FDI route or under the FPI route. - Self-attested copy of SEBI Registration certificate.
Other Non-Resident Members	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	Update / Verify the PAN and the residential status as per Income Tax Act, 1961, if not already done, with the depositories (in case of shares held in demat mode) and with the Company's RTA - Link Intime India Private Limited (in case of shares held in physical mode) by writing an email at rnt.helpdesk@linkintime.co.in

RAJSHREE POLYPACK LIMITED

		In order to apply the Tax Treaty rate, all the following documents would be required: 1) Copy of Indian Tax Identification number (PAN), if available. 2) Valid Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Member is a resident. 3) Form 10F duly filled and signed.
		4) Self-declaration from Non-resident, primarily covering the following: - Non-resident is eligible to claim the benefit of respective tax treaty; - Non-resident receiving the dividend income is the beneficial owner of such income; and - Dividend income is not attributable / effectively connected to any Permanent Establishment (PE) or Fixed Base in India.
Submitting Order u/s 197 of the Income Tax Act, 1961 (i.e. lower or NIL withholding tax certificate)	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from tax authority.

** The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial Tax Treaty rate shall depend upon the completeness of the documents submitted by the Non - Resident Member and review to the satisfaction of the Company.

Kindly note that the aforementioned documents / declarations are required to be submitted to our RTA, Link Intime India Private Limited at its dedicated link mentioned below - <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Tuesday August 29, 2023, 5.00 p.m. Indian Standard Time (IST) in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post Tuesday August 29, 2023, 5:00 p.m. (IST). It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible. All communications / queries in this respect should be addressed and sent to our RTA at its email address rnt.helpdesk@linkintime.co.in Please note no tax exemption forms sent on this mail id will be entertained and this mail is specifically for dividend tax related queries.

If the tax on said dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the aforementioned details / documents on or before Monday August 29, 2023, the Member may claim an appropriate refund in the return of income filed with their respective tax authorities.

No claim shall lie against the Company for such taxes deducted.

RAJSHREE POLYPACK LIMITED

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 8 of the accompanying Notice.

Item No. 4

Ratification of Remuneration of Cost Auditors

The Board of Directors ("Board"), based on the recommendation of the Audit Committee, has approved the re-appointment of **M/s. V.J. Talati & Co., Cost Accountants**, Mumbai (Firm Registration No. R00213), as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes, out of pocket expenses, travelling and other expenses incurred by them for the purpose of audit for the financial year 2023-24. A Certificate issued by the above firm regarding their eligibility for re-appointment as Cost Auditors will be available for inspection by the members as stated in point 11 of the Notice given above.

The appointment of **M/s. V.J. Talati & Co.** as Cost Auditors shall also extend to all such applicable unit/s as may be operated by the Company during the said financial year; and shall be on such remuneration as may be mutually agreed upon, subject to the recommendation of the Audit Committee and approval of the Board and endorsed / ratified by the resolution of the Members in this behalf.

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, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the members of the Company. Accordingly, the 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 ratification of remuneration payable to the Cost Auditors **M/s. V.J. Talati & Co., 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, financially or otherwise, in the said resolution.

Item No. 5

Grant of approval for payment of Professional fees to Mr. Praveen Bhatia (DIN:00147498), Independent Director for providing professional services for financial year 2023-24

As per Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), all fees / compensation, if any, paid to (except sitting fees for attending meetings of the Board or any Committees thereof) to non-executive directors, including Independent Directors would require approval of the members in a general meeting.

Mr. Praveen Bhatia has a rich experience of 30 years in the packaging industry. He is a Techno Commercial expert with a unique combination of skill sets. Being a qualified Chartered Accountant and having good insights as regards the packaging industry, he has helped many entrepreneurs in setting up projects in the packaging segment.

Given his experience, and based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors in their respective meeting held on May 12, 2023 and May 15, 2023, respectively, approved payment of professional fees to Mr. Praveen Bhatia, Independent Director for providing professional services for financial year 2023-24, subject to the approval of the Members.

Accordingly, the Board recommends the Special Resolution set out at **Item No. 5** for approval of the Members.

Except for Mr. Praveen Bhatia and his relatives, none of the Directors or Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Approval for enhancement in the limits applicable for extending loans, making investments, and providing guarantee(s) or security under Section 186 of the Companies Act, 2013

Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended to date permits a Company to

- (i) Give any loan to any person or other body corporate;
- (ii) Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (iii) Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate

upto 60% of its paid-up share capital, free reserves and securities premium account or upto 100% of its free reserves or securities premium account, whichever is more ("**Limits**"), without the requirement of seeking prior approval of the shareholders through a special resolution.

If any of the aforesaid transactions are undertaken by a Company in excess of the prescribed Limits under the Act, the same would mandate passing of a special resolution in a general meeting.

For the purpose of conduct of its business operations, the Company would be required to give loan(s), give guarantee(s) or provide security or invest the funds of the Company in available business / investment opportunities (acquire by way of subscription, purchase or otherwise, the securities of any other body corporate). Basis the aforesaid rationale and in supersession of the resolution passed vide postal ballot dated August 4, 2022, it is proposed to enhance the current limit from ₹100 Crores (Rupees One Hundred Crores Only) to ₹250 Crores (Rupees Two Hundred and Fifty Crores Only).

The Board recommends the Resolution as set out in the Notice as **Item no. 6** for the approval of the shareholders as **Special Resolution**.

Except for Mr. Ramswaroop Radheshyam Thard, Mr. Rajesh Satyanarayan Murarka (both directors of the Company and Olive Ecopak Private Limited) and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

RAJSHREE POLYPACK LIMITED

Item No. 7

To consider and approve the Material Related Party Transaction(s) related to grant of Corporate Guarantee to Olive Ecopak Private Limited

The definition of 'material related party transaction' was amended vide the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2015 ("SEBI Listing Regulations"). As per the amended definition, a transaction with a related party is to be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. All material related party transactions require prior approval of the shareholders through an ordinary resolution and no related party is permitted to vote to approve such resolution, whether the entity is a related party to the particular transaction or not.

The annual consolidated turnover of the Company for FY 2022-23 was ₹252.19 Crores. Accordingly, any transaction(s) by the Company with its related party in excess of ₹25.22 Crores (10% of the Company's annual consolidated turnover) would be considered as a material related party transaction, thereby requiring prior approval of the members of the Company.

In the present case, the Company proposes to give corporate guarantee(s) to its related party- Olive Ecopak Private Limited ("OEPL") of upto ₹150 crores.

The proposed aforesaid related party transaction(s) would be commercial in nature, are to be undertaken on an arm's length basis and in the ordinary course of business. However, the proposed aforesaid transaction(s) between the Company and OEPL would fall under the purview of 'material related party transactions', as defined under the SEBI Listing Regulations, thereby mandating prior approval of the shareholders vide ordinary resolution.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the Resolution set out in the Notice as **Item No. 7** for the approval of the shareholders as **Ordinary Resolution**.

Necessary disclosures as required under the SEBI Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI 2021 Circular") in connection with the proposed material related party transactions is enclosed in "Annexure A".

Except for Mr. Ramswaroop Radheshyam Thard, Mr. Rajesh Satyanarayan Murarka (both directors of the Company and Olive Ecopak Private Limited) and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolutions.

Item No. 8

Increase in Remuneration of Mr. Anand Sajjankumar Rungta (DIN: 02191149), Whole -time Director of the Company

Mr. Anand Sajjankumar Rungta was appointed as the Whole-time Director ("WTD") of the Company in the Board of Directors ("Board") meeting held on June 24, 2021 and in the Annual General Meeting ("AGM") of the Company held on September 24, 2021 for a period of 3 (three) years w.e.f. June 24, 2021. Further, the Company passed a special resolution in the said AGM for payment of remuneration of ₹18.00 Lakhs per annum (Rupees Eighteen Lakhs only) to him.

Considering substantial growth in the business and profits of the Company as well as his leadership/contribution in leading the Trade business and his association in the day to day affairs of the Company, and in achieving the targets as set by the Company in relation to the same, the Nomination & Remuneration Committee and the Board in their respective meetings held on May 12, 2023 and May 15, 2023 approved the increase in his remuneration from ₹18.00 Lakhs per annum (Rupees Eighteen Lakhs Only) to ₹30.00 Lakhs per annum (Rupees Thirty Lakhs Only) w.e.f. April 1, 2023 till the currency of his tenure as WTD of the Company i.e., June 23, 2024, pursuant to Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 ("Act") and rules applicable thereon and the SEBI Listing Regulations, subject to approval of the Members of the Company.

In terms of the provisions of Section 197 read with Schedule V of the Act (as amended from time to time), the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to managerial personnel in case of no profit/ inadequacy of profit. Further, pursuant to SEBI Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds ₹5 Crores (Rupees Five Crores only) or 2.5% of the net profits of the Company-whichever is higher; or where there is more than 1 (one) such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company.

The Statement containing the information to be given to the Members in terms of Schedule V to the Companies Act is stated 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 manufactures customized thermoformed packaging products, as per the customers' requirements.
---------------------------	--

RAJSHREE POLYPACK LIMITED

Date or expected date of Commencement of Commercial Production	The Company was originally formed as partnership firm dated October 23, 2003 in the name of Rajshree Industries. The said partnership was thereafter converted into Company. The Company was incorporated on October 15, 2011 and its operating activities commenced thereafter.			
Foreign Investments or Collaborations	The Company has no foreign collaborators. As on March 31, 2023, the aggregate foreign shareholding in the Company are as follows			
	Sr. No	Particulars	Nos of shares	% of share holding
	1.	Foreign Company	19,65,513	17.17
	2.	Non Resident Indians (Non Repat)	17,536	0.15
	3.	Non Resident Indians (Repat)	30,355	0.27
Financial performance based on given indicators	Financial performance of the Company for the last 3 (three) years are as under: (₹ In Lakhs)			
Particulars	FY 2022-23	FY 2021-22	FY 2020-21	
Operational and Other Income	25,446.64	19,965.36	13,017.94	
Profit/(Loss) before Tax	1,455.91	1,285.03	1,204.48	
Add/ Less: Net Current Tax	289.27	259.87	282.92	
Add/Less: Deferred Tax Liability/(Assets) (net)	78.77	68.02	41.59	
Profit/(Loss) after Taxation	1087.87	957.14	879.98	
Other Comprehensive Income (OCI)	7.22	(2.04)	8.04	
Total Comprehensive Income	1,095.09	955.10	888.01	

2. Information about the appointee:

1. Background details	Mr. Anand Sajjankumar Rungta is the Whole-time Director and belongs to the Promoter group of our Company. Mr. Anand Sajjankumar Rungta 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	₹18.00 Lakhs per annum
4. Job Profile and his Suitability	Considering his skill set and experience, it is proposed that Mr. Anand Sajjankumar Rungta shall be leading the Trade business and his association in the day to day affairs of the Company.
5. Remuneration proposed	₹30.00 Lakhs per annum w.e.f. April 1, 2023 till the currency of his tenure as WTD of the Company i.e., June 23, 2024.
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 the same / similar position 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 or other Director, if any	Except being a part of the Promoter Group, holding 1,89,513 shares (i.e., 1.66% of the total shareholding of the Company) and receiving remuneration, he does not have any pecuniary relationship, directly or indirectly, with the Company or relationship with the Key Managerial Personnel or any other Director.

RAJSHREE POLYPACK LIMITED

3. Other Information:

A. Reasons of loss or inadequate profits:

The Company earned net profits of ₹1,095.09 Lakhs during the Financial Year 2022-23. The Company has expanded its business operations in the financial year 2022-23 and enhanced its working capacity by employing manpower which resulted into inadequacy of profit. Though the profit is higher than the previous year's profit, it is inadequate for the payment of managerial remuneration as per the limits prescribed in section 197 of the Act.

B. Steps taken or proposed to be taken for improvement:

The Company has made a significant investment in expansion and in increasing its manpower to cater to the expansion's needs. Further, the Company has initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies such as Technological improvement by modernization and consolidation of Units, which results to increase in Capacity, hiring of senior management professionals.

C. Expected increase in productivity and profits in measurable terms:

In addition to steps proposed to be taken for improvement as detailed hereinabove, key focus areas would be profit maximization, conservation of cash, operational efficiencies, cost and working capital containment. The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to

improve financial performance. While it is difficult to give precise figures, the above initiatives are expected to improve further the productivity and profitability

The Contract under Section 190 of the Companies Act, setting out the terms of payment of remuneration of Mr. Anand Sajjankumar Rungta, WTD of the Company, is available for inspection by members. The Members desirous to inspect the same may send request from their registered email address to the Company at cossec@rajshreepolypack.com.

Details of Mr. Anand Sajjankumar Rungta, WTD pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) SS-2 is provided under "**Annexure B**" to this Notice.

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. Anand Sajjankumar Rungta (and his relatives) are in any way, concerned or interested, financially or otherwise, in the proposed special resolution.

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

**Sd/-
(Mitali Rajendra Shah)
Company Secretary &
Compliance Officer**

**Date: May 15, 2023
Place: Daman**

RAJSHREE POLYPACK LIMITED

"ANNEXURE-A "

(Pursuant to the Circular No. SEBI/HO/CFD/CMD1 /CIR/P/ 2021/ 662 issued by the Securities and Exchange Board of India on November 22, 2021) ("SEBI 2021 Circular"):

Necessary disclosures as required under the SEBI 2021 Circular are given below:

Name of Related Party	Olive Ecopak Private Limited ("OEPL")
Nature of relationship with the Company	Joint Venture Company
Type of proposed transaction	Corporate Guarantee by the Company to OEPL
Material terms and particulars of the proposed transaction	OEPL would avail loan(s) from banks / financial institutions for conduct of its business. Therefore, in this regard, the Company would be required to give guarantee(s) as security for the loans availed by OEPL.
Tenure of the proposed transaction	Valid upto the date of the next AGM of the Company to be held in the year 2024.
Value of the proposed transaction (INR in Crores)	Not exceeding ₹150 Crores
Percentage (%) of the listed entity's annual consolidated turnover for the immediately preceding financial year i.e., FY 2022-23, represented by the value of the proposed transaction	59.48
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The proposed transaction is in the nature of grant of corporate guarantee(s) by the Company to OEPL. The aforesaid transaction is not in the nature of giving loans, inter-corporate deposits, advances or investments by the Company to OEPL. Hence, this clause would not apply in the present case.
Justification as to why the RPT is in the interest of the Company	The Company is engaged in the business of manufacturing of plastic rigid sheets, semi rigid sheets and customized thermoformed packaging products tailored to the customers requirements and has production facilities in India. OEPL, its Joint Venture Company is in the business of manufacturing and sales of all kinds of packaging and allied products made out of paper, decorations, printing on paper sheets and allied products for food packaging, commercial, industrial, Government or public use. OEPL would avail loans from banks / financial institutions for conduct of its business. Therefore, in this regard, the Company would be required to give guarantee(s) as security for the loans availed by OEPL. Our guiding principle was that the transactions should be on arms' length basis.
Copy of the valuation or other external party report, if any such report has been relied upon	NA
Any other information relevant or important for the shareholders to make an informed decision	All relevant information forms part of this Explanatory Statement setting out material facts.

RAJSHREE POLYPACK LIMITED

"ANNEXURE-B "

Details of Directors pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name of Director	Mr. Anand Sajjankumar Rungta
DIN	02191149
Designation	Whole-time Director
Age	43 years
Date of first appointment on the Board	February 10, 2021
Qualification	First year B. Com.
Brief profile, Experience and Nature of Expertise in specific functional areas	Mr. Anand Sajjankumar Rungta 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. Considering his skill set and experience, it is proposed that Mr. Anand Sajjankumar Rungta shall be leading the Trade business and his association in the day to day affairs of the Company.
Names of listed entities in which the person holds Directorship(s)	NA
Listed entities from which the person has resigned in the past three (3) years	NA
Memberships on Committees of the Board of the Company	Member- Stakeholder's Relationship Committee
Memberships / Chairmanships of Committees of other Companies	NA
Shareholding in the Company (as at March 31, 2023)	1,89,513 equity shares
Inter-se relationships between Directors	Mr. Anand Sajjankumar Rungta is not related to any Director of the Company
Relationship with Key Managerial Personnel of the Company	Mr. Anand Sajjankumar Rungta is not related to any Key Managerial Personnel of the Company
No. of Board Meetings attended during the financial year 2022 - 23	6/7
Details of remuneration sought to be paid	₹30.00 Lakhs per annum w.ef. April 1, 2023 (subject to the approval of the Members)
Details of remuneration last drawn from the Company	₹18.00 Lakhs per annum
Terms and Conditions of appointment / re-appointment	Whole-time Director, liable to retire by rotation

