



RAJSHREE POLYPACK LIMITED

CIN: L25209MH2011PLC223089

Registered Office: Lodha Supremus, Unit No 503-504, 5th Floor, Road No. 22, Kishan Nagar, Near New Passport Office, Wagle Estate, Thane West 400604, India

Tel: +91-22 2581 8200, **Fax:** +91-22 2581 8250

Web: www.rajshreepolypack.com , **Email Id:** cosec@rajshreepolypack.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the members of Rajshree Polypack Limited (“**Company**”) pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (“**SS-2**”) read with the General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for seeking approval of Members of the Company through Postal Ballot only by way of electronic voting (“**Remote e-voting**”).

The Explanatory Statement pertaining to the resolutions proposed in this notice, setting out all material facts and reasons thereof is annexed herewith for your consideration and approval.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA Circulars. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

The Board of Directors of the Company has appointed M/s. Nishant Bajaj & Associates, Practicing Company Secretaries to act as Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities and Depository Limited (“**NSDL**”) as the agency to provide remote e-voting facility. The instructions for remote e-voting form part of this Notice.

The Postal Ballot Notice will also be placed on the website of the Company www.rajshreepolypack.com; on the website of the NSE www.nseindia.com and on the website of NSDL www.evoting.nsdl.com.

The e-voting period will commence at 09.00 a.m. (09:00 hours) (IST) on Thursday, January 18, 2024 and will end at 05.00 p.m. (17:00 hours) (IST) on Friday, February 16, 2024. Members are requested to cast their vote through the e-voting process not later than 05:00 pm (17:00 hours) IST on Friday, February 16, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. The Scrutinizer will submit his report to the Chairman or the person authorized by him in writing after completion of the scrutiny of the votes cast by the equity shareholders of the Company. The Scrutinizer's decision on the validity of the votes cast shall be final. The results of the e-voting will be announced on or before Tuesday, February 20, 2024. The said results, together with the Scrutinizer's Report, would be communicated to National Stock Exchange of India Ltd. ("NSE"), where the equity shares of the Company are listed and also will be displayed on the website of the Company i.e., www.rajshreepolypack.com and on the website of NSDL i.e., www.evoting.nsdl.com. The Company will also display the results of the Postal Ballot at the registered office of the Company.

The resolution for the purpose stated herein below are proposed to be passed by remote e-voting:

SPECIAL BUSINESS:

Item No 1

Increase of Authorised Share Capital and the consequent amendment to Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 15,00,00,000 /- (Rupees Fifteen Crores Only) divided into 1,50,00,000 equity shares of Rs. 10/- each to Rs. 40,00,00,000 /- (Rupees Forty Crores Only) divided into 4,00,00,000 equity shares of Rs.10/- each, by creation of further 2,50,00,000 Equity Shares of Rs. 10/- each, ranking pari-passu with the existing equity shares of the Company and that Clause V of the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The present Authorized Share Capital of the Company is ₹ 40,00,00,000 /- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crore) equity shares of ₹ 10/- (Rupees Ten only) each.

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 2

Issue of Bonus Shares

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

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of such sums standing to the credit of the Free Reserves as on 31st March, 2023, for the purpose of the issue of bonus equity shares of Rs.10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in the proportion of 2 (Two) equity share of Rs.10/- each for every 1 (One) equity shares of Rs. 10/- each held by the Members, whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board of Directors for this purpose and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus shares so issued upon allotment shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form / physical form, as applicable.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if required.

RESOLVED FURTHER THAT the Bonus shares will also be issued upon exercise of outstanding 3,00,000 Warrants issued on preferential basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

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 3

Re-appointment of Anand Sajjankumar Rungta, Whole-time Director of the Company

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“**Board**”) and in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions (if any) of the Companies Act, 2013 (“**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), consent of the members be and is hereby accorded for the re-appointment of Mr. Anand Sajjankumar Rungta (DIN: 02191149) as Whole-Time Director, designated as Executive Director of the Company, for a further period of three (3) years with effect from June 24, 2024, 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 re-appointment as it may deem fit;

RESOLVED FURTHER THAT the total remuneration including perquisites payable to him as 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 re-appointment of Mr. Anand Sajjankumar Rungta (DIN: 02191149), in such a manner as may be permissible in accordance with the provisions of the Act 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 in the event of loss or inadequacy of profits in any financial year during his tenure as Whole-time Director, he shall be paid remuneration within the overall limits of section 197 of the Act.

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.

Registered Office:

Lodha Supremus, Unit No 503-504,
5th Floor, Road No. 22, Kishan Nagar,
Near New Passport Office,
Wagle Estate, Thane West – 400604.

Date:- January 17, 2024

Place:- Thane

By Order of the Board

For Rajshree Polypack Limited

Sd/-

Mitali Rajendra Shah

**Company Secretary & Compliance
Officer**

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) setting out material facts and reasons for the proposed resolutions of the Postal Ballot Notice is annexed herewith and forms part of this Notice.
2. The Board of Directors at their meeting held on January 17, 2024, appointed M/s. Nishant Bajaj & Associates, Practicing Company Secretary (COP No.: 21538), to act as the Scrutinizer, for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
3. In compliance with the provisions of Sections 108, 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), various MCA Circulars, the Company is pleased to provide its members with the e-voting facility to exercise their right to vote electronically on the proposed resolutions.
4. The Company has engaged the services of National Securities Depositories Limited (“**NSDL**”) as the agency to provide the remote e-voting facility and the instructions for remote e-voting are provided as a part of this Notice.
5. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only through electronic means to those Members whose names appear in the Register of Members/List of Beneficial Owners (as received from the Depositories) as on the ‘**Cut-Off Date**’ i.e., Friday, January 12, 2024 and whose email addresses are registered with the Company/Depositories. The physical copies of the Postal Ballot Notice along with Postal Ballot forms and business reply envelopes are not being sent to the members for this Postal Ballot.
6. A copy of this Postal Ballot Notice will also be available on the website of the Company i.e. www.rajshreepolypack.com and website of the National Stock Exchange of India Limited (“**NSE**”) at www.nseindia.com and the website of National Securities Depository Limited (“**NSDL**”) at www.evoting.nsdl.com.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized mode with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical mode are requested to consider converting their holdings to dematerialized mode. Members can contact the Company or Company’s Registrar and Transfer Agents (RTA), Link Intime India Private Limited for assistance in this regard.
8. Members who have not yet registered/ updated their e-mail addresses are requested to register/ update the same with their Depository Participants (DP) in case the shares are held in demat mode and with Link Intime India Private Limited, Company’s RTA, in case the shares are held in physical mode. Members are requested to register/ update their e-mail addresses to enable the Company/ RTA to send communications through e-mail.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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 etc.

For shares held in demat mode: To their DPs.

For shares held in physical mode: To Link Intime India Private Limited, Company's RTA, in the prescribed Form ISR-1.

The said form is available at <https://rajshreepolypack.com/wp-content/uploads/2023/03/FORM-ISR-1-Request-for-registering-and-updating-PAN-KYC-Details.pdf>

Members holding shares in physical mode may kindly note that the Securities and Exchange Board of India has mandated the submission of PAN, KYC and nomination details. Those Members who have not yet submitted the said details may submit the same with the Company's RTA, Link Intime India Private Limited.

10. In accordance with the aforesaid MCA Circulars, the Company has made necessary arrangements for its members to register their email addresses. Members who have not registered their email address, may get their email address registered with the Company's Registrar and Share Transfer Agent, by sending email at rnt.helpdesk@linkintime.co.in and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to rnt.helpdesk@linkintime.co.in and evoting@nsdl.co.in.
11. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to 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 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. On request, the necessary forms can be obtained from the Company's RTA, Link Intime India Private Limited. Members are requested to submit the said details to their DP in case the shares are held in demat mode and to Link Intime India Private Limited in case the shares are held in physical mode.
12. Members are requested to send all communications relating to shares to the Company's Registrar and Transfer Agents (RTA) at the following address:
Link Intime India Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli West, Mumbai 400-083
Tel. 022-4918 6000 Fax: 022- 4918 6060
E-mail: rnt.helpdesk@linkintime.co.in
13. A person who is not a member as on Cut-off Date should accordingly treat the Postal Ballot notice for information purpose only.

14. As required by Rule 20 and 22 of the Rules read with the SEBI Listing Regulations, the dispatch of the Postal Ballot and Explanatory Statement shall be announced through an advertisement in at least 1 (one) English language newspaper and 1 (one) vernacular language newspaper having wide circulation, where the Registered Office of the Company is situated.

Members whose names appear on the Register of Members / List of Beneficial Owners on the Cut-off Date Friday, January 12, 2024, will be considered for the purpose of remote e-voting. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, January 12, 2024.

15. The e-voting period will commence at 09.00 a.m. (09:00 hours) (IST) on Thursday, January 18, 2024 and will end at 05.00 p.m. (17:00 hours) (IST) on Friday, February 16, 2024.

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., January 12, 2024, 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.

16. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process.
17. Any person, who acquires shares of the Company and becomes a Member of the Company after sending the Postal Ballot Notice and holding shares as of the Cut-Off Date, may obtain the login ID and password by sending a request at NSDL. However, if the Member is already registered with NSDL for remote e-voting, then they can use their existing User ID and password for casting the vote.

The resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of the remote e-voting i.e., Friday, February 16, 2024.

18. The Scrutinizer will submit his report to the Chairman or a person authorized by him after completion of the scrutiny. The said report will be submitted to the Chairman or a person authorized by him in writing and the results of the voting shall be declared within 2 working days from the last date of the remote e-voting i.e. on or before Tuesday, February 20, 2024. The postal ballot results along with the Scrutinizer's report will be placed on the Company website at www.rajshreepolypack.com and will also be communicated to the NSE, where the equity shares of the Company are listed and Depository on the said date. The Company will also display the results of the postal ballot at its registered office.
19. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
20. The last date of receipt of postal ballot i.e. Friday, February 16, 2024 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.
21. For the purpose of exercising vote through remote e-voting, members are requested to read the information and other instructions relating to remote e-voting as mentioned below.
22. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice up to the

last date of e-voting. Members seeking to inspect such documents can send an email to cosec@rajshreepolypack.com.

PROCEDURE FOR REMOTE E-VOTING

The remote e-voting period begins on Thursday, January 18, 2024 at 09.00 a.m (09:00 hours) (IST) and will end at 05.00 p.m. (17:00 hours) (IST) on Friday, February 16, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, January 12, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, January 12, 2024.

How do I vote electronically using NSDL e-Voting system?

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 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.

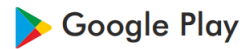
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders 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.nsdl.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available

under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi/ Easiest facility, can login through their existing username 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 Myeasi username and password.
- After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting 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. 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.
- 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.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the 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 e-voting is in

	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. 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 website 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.

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 evoting@nsdl.co.in or call at 022 – 4886 7000 and 022 – 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method 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) 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 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.
- 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 shareholders 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 nishant.bajaj@korianadvisors.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (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 Mr. Anubhav Saxena at evoting@nsdl.co.in

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 for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to 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 shareholders 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 for Individual shareholders holding securities in demat mode.**](#)
3. Alternatively shareholder/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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT

ITEM NO.1 & 2

The equity shares of your Company are presently listed and actively traded on the National Stock Exchange of India Limited. Over the years, the Company has performed satisfactorily well both in terms of profit and business. As on March 31, 2023 total free reserves and surplus of the Company is Rs.118.84 Crores.

With a view to capitalize the Free Reserves Account and to rationalize the capital structure, and in appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on Wednesday January 17, 2024, subject to the consent of the Members of the Company, approved and recommended for consideration of members, the issue of bonus equity shares of Rs.10/- each credited as fully paid-up to eligible members of the Company in the proportion of 2 (Two) new fully paid-up equity share of Rs. 10/- each for every 1 (One) existing fully paid-up equity shares of Rs.10/- each held by them as on the record date to be fixed by the Board (including any committee thereof), by capitalizing such sum standing credit to the free reserves of the Company as on March 31, 2023.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 2 of the Postal Ballot Notice.

At present, the Authorised Share Capital of your Company is of Rs.15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 equity shares of Rs.10/- each and issued and subscribed capital is of Rs.12,22,40,000/- (Rupees Twelve Crores Twenty-Two Lakhs Forty Thousands only) divided into 1,22,24,000 Equity Shares of Rs.10/- each.

The total paid up share capital post bonus issue shall be Rs. 36,67,20,000/- which shall exceed the present Authorised Share Capital of the Company. To accommodate the further issue of shares on account of Bonus, it is necessary to alter the capital clause of the Memorandum of Association of the Company, as mentioned in item No.1 of the Postal Ballot Notice.

The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board of Directors after the approval of the Members is obtained.

Pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, the proposed increase of Authorized Share Capital of the Company requires approval of the Members vide Postal Ballot. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary resolution as set out in Item No. 1 of the Postal Ballot Notice.

Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018, the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

The Board of Directors recommends passing of all the Resolutions set out in the Notice.

None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

Promoter and Promoter group are deemed to be interested to the extent of their respective shareholding, if any, in the Company.

ITEM NO.3

Mr. Anand Sajjankumar Rungta was appointed as the Whole time Director (Executive category) on June 24, 2021 for a period of three (3) years.

Mr. Anand Sajjankumar Rungta has an experience of more than ten (10) years in various businesses 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.

Considering his skill set and experience, the Board of Directors (“**Board**”) in their meeting held on Wednesday, January 17, 2024 (basis the recommendation of the Nomination and Remuneration Committee) and subject to the approval of the members, approved the re-appointment of Mr. Anand Sajjankumar Rungta, as a Whole-time Director (Executive category), liable to retire by rotation, for a further period of three (3) years commencing from June 24, 2024 or till the time Mr. Anand Sajjankumar Rungta is in with employment of the Company, whichever is earlier and that there would be no change in his remuneration i.e., he will be entitled to receive remuneration as approved by the members of the Company in the 12th annual general meeting of the Company held on August 31, 2023.

Mr. Anand Sajjankumar Rungta is not disqualified from being re-appointed as a Whole-time Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. Mr. Anand Sajjankumar Rungta 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. Anand Sajjankumar Rungta is attached as Annexure A to Notice.

The Statement containing the information to be given to the members in terms of Schedule V to the Companies 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 manufactures customized thermoformed packaging products, as per the client's requirements.																
Date or expected date of Commencement of Commercial Production	:	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 September 30, 2023, the aggregate foreign shareholding in the Company are as follows																
		<table border="1"> <thead> <tr> <th>Sr. No</th> <th>Particulars</th> <th>Nos of shares</th> <th>% of shareholding</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Foreign Company</td> <td>19,55,413</td> <td>17.0793</td> </tr> <tr> <td>2.</td> <td>Non Resident Indians (Non Repat)</td> <td>22,062</td> <td>0.1927</td> </tr> <tr> <td>3.</td> <td>Non Resident Indians (Repat)</td> <td>44,366</td> <td>0.3874</td> </tr> </tbody> </table>	Sr. No	Particulars	Nos of shares	% of shareholding	1.	Foreign Company	19,55,413	17.0793	2.	Non Resident Indians (Non Repat)	22,062	0.1927	3.	Non Resident Indians (Repat)	44,366	0.3874
Sr. No	Particulars	Nos of shares	% of shareholding															
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2.	Non Resident Indians (Non Repat)	22,062	0.1927															
3.	Non Resident Indians (Repat)	44,366	0.3874															
Financial performance based on given indicators	:	Financial performance of the Company for the last 3 (three) years are as under:																

(Amount in Rs. 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	1,087.87	957.14	879.98
Total Comprehensive Income	1,095.09	955.10	888.01

2. Information about the appointee:

1.	Background details	:	Mr. Anand Sajjankumar Rungta is the member of the Promoter group, Whole-time Director of our Company. He has been Whole-time Director of our Company since 2021. Mr. Anand Sajjankumar Rungta has completed the First year course of the Bachelor's degree of Commerce and has an experience of more than ten (10) years in various business verticals such as manufacturing, trading, import and export, commission agency of plastic items and other products.
2.	Recognition or awards	:	Nil
3.	Past Remuneration	:	Rs.30.00 lakhs per annum
4.	Job Profile and his Suitability	:	He is the Whole-time Director (Executive category) of the Company. He has an experience of more than ten (10) years in various business verticals 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. Considering his skill set and experience, it is proposed that Mr. Anand Sajjankumar Rungta shall lead the general marketing business and be associated in the day to day affairs of the Company.
5.	Remuneration proposed	:	Rs. 30.00 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 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 1,01,383** shares (0.8294% 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 Company in this resolution is only considering the re-appointment of Mr. Anand Sajjankumar Rungta.

**As on December 31, 2023. The Company has received in-principle approval for issue of 7,75,000 equity shares of Rs. 10/- each & 3,00,000 equity shares of Rs. 10/- each pursuant to conversion of warrants on Preferential Basis on November 28, 2023. Further, the Company has allotted the shares to the proposed allottees on December 11, 2023 and filed form PAS-3 with ROC on December 13, 2023, so the paid up share capital of the Company as on date on MCA portal is Rs. 12,22,40,000/- divided into 1,22,24,000 equity shares of Rs. 10/- each. Post allotment of shares, the Company has filed the listing application with National Stock Exchange of India Limited for 7,75,000 equity shares of Rs. 10/- each of the Company on December 22, 2023.

Therefore, Mr. Anand Sajjankumar Rungta's holding is calculated based on the % of the total issued & Paid up capital of the Company i.e on 1,22,24,000 equity shares instead of 1,14,49,000 equity shares.

3. Other Information:

- A. Reasons of loss or inadequate profits:** The Company earned net profits of Rs. 1095.09 lakhs during the Financial Year 2022-23. 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 Companies Act, 2013. 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.
- 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. The Company has initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies such as adopting Technological improvement, 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, Whole-time Director of the Company, is available for inspection by members through electronic mode, on all working days during business hours from Wednesday, January 18, 2024 until Friday, February 16, 2024. Members desirous to inspect the same may send request from their registered email address to the Company at cosec@rajshreepolypack.com

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

The Board recommends the resolutions at Item No. 3 for the approval of Members of the Company by way of a **Special Resolution**.

Except Mr. Anand Sajjankumar Rungta and his relatives, 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. 3.

Annexure –A

Details of the Directors seeking re-appointment / appointment / change in remuneration as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2.

Name	Mr. Anand Sajjankumar Rungta
DIN	02191149
Designation	Whole-time Director (WTD)
Date of Birth (Age)	December 3, 1979 (44 years)
Date of first appointment on the Board	February 10, 2021
Date of appointment/re-appointment in the current position	w.e.f. June 24, 2024
Nationality	Indian
Qualifications	First year, B.Com.
Brief resume & nature of expertise in specific functional areas (Experience)	<p>Mr. Anand Sajjankumar Rungta is the member of the Promoter group, Whole-time Director of our Company. He has been Whole-time Director of our Company since 2021.</p> <p>He has an experience of more than ten (10) 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.</p> <p>Considering his skill set and experience, currently he is leading the general marketing business and be associated in the day to day affairs of the Company.</p>
Directorships held in other listed companies (excluding foreign companies)	NA
Listed entities from which the person has resigned in the past three (3) years	NA
Names of listed entities in which the person holds memberships of Committees of the board	Rajshree Polypack Limited, member of Stakeholder Relationship Committee
Names of companies in which the person holds Chairmanship of Committees of other Board	NA
Shareholding in the Company	1,01,383**
Relationship with other Directors of the Company	NA
Relationship with Key Managerial Personnel of the Company	NA
No. of Board Meetings attended during the financial year 2023-24*	5
Details of remuneration last drawn from the Company	Rs. 30.00 lakhs per annum

Details of remuneration sought to be paid	Rs. 30.00 lakhs per annum (no change in remuneration is proposed through the present special resolution from the remuneration last drawn)
Terms and Conditions of appointment / re-appointment	Whole-time Director, liable to retire by rotation

* Board Meetings attended is considered till December 31,2023.

** As on December 31, 2023
