

July 5, 2022

To,
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot No. C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Symbol:- RPPL

Dear Sir /Madam,

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 read with Schedule III, Part A, Para A, Point 12 of the SEBI Listing Regulations, we enclose herewith a copy of the Postal Ballot Notice ("Notice") seeking members' approval for matters stated therein.

In accordance with circulars issued by the Ministry of Corporate Affairs, from time to time, the Notice is being sent only in electronic form to members, whose email addresses are registered with their depository participants (in case of electronic shareholding) / Company's Registrar and Share Transfer Agent (in case of physical shareholding) and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, June 24, 2022. The Company has made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facility to its members.

The remote e-voting period will commence from 09.00 a.m. (09:00 hours) (IST) on Wednesday, July 6, 2022 and will end at 05.00 p.m. (17:00 hours) (IST) on Thursday, August 4, 2022. The voting rights of the members shall be in proportion to their holding of equity shares with paid-up share capital of the Company as on Friday, June 24, 2022.

The Company has commenced and completed the dispatch of Notice via Email on July 5, 2022.

Please take the above information on record.

This will also be hosted on Company's website at www.rajshreepolypack.com.

FOR RAJSHREE POLYPACK LIMITED



Mitali Rajendra Shah
Company Secretary & Compliance Officer
Membership: A48197
Place: Thane
Encl:-a/a





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 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, (“**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 P Singhania & Associates, Practicing Chartered Accountants to act as Scrutinizer for conducting the Postal Ballot through the 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 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 Wednesday, July 6, 2022 and will end at 05.00 p.m. (17:00 hours) (IST) on Thursday, August 4, 2022. Members are requested to cast their vote through the e-voting process not later than 05:00 pm (17:00 hours) IST on Thursday, August 4, 2022 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 of the Company 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 within 2 (two) working days of the conclusion of the postal ballot process. 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 is proposed to be passed by remote e-voting:

SPECIAL BUSINESS:

1. APPROVAL FOR ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and other competent authorities including relevant stock exchanges and subject to the approvals, permissions, sanctions and consents as may be

necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot upto 2,60,000 (Two Lakh Sixty Thousand) fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each, on Preferential Basis (“**Preferential Issue**”), at an issue price of Rs. 193/- (Rupees One Hundred and Ninety Three Only) per equity share (including a premium of Rs. 183/- (Rupees One Hundred and Eighty Three Only) per equity share) being the price determined in accordance with Chapter V (“**Preferential Issue**”) of the SEBI ICDR Regulations, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard, aggregating up to Rs. 5,01,80,000 (Rupees Five Crores One Lakh Eighty Thousand Only) to the following allottees (hereinafter referred to as the “**Proposed Allottees**”).

Sr. No	Name of the Proposed Allottees	Category	Nos of shares to be allotted
1.	Mr. Ramswaroop Radheshyam Thard	Promoter	80,000
2.	Mr. Naresh Radheshyam Thard	Promoter	80,000
3.	Mr. Manish Kumar Agarwal	Non- Promoter, Individual	1,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the ‘Relevant Date’ for the Preferential Issue of the Equity Shares is July 5, 2022, being the date 30 (thirty) days prior to the last date for remote e-voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed).

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- All equity shares by way of preferential issue shall be made fully paid-up at the time of allotment and the consideration must be paid from respective Proposed Allottees’ bank account;
- The equity shares to be issued and allotted shall rank pari passu with the existing equity shares of the Company bearing ISIN: INE760W01015 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The equity shares to be allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;

- d) The equity shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of passing of special resolution, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to National Stock Exchange of India Ltd. (“NSE”) and/or SEBI or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions;
- f) The equity shares so offered, issued and allotted will be listed on the NSE where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be;
- g) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the stock exchange i.e., NSE and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchange for obtaining in-principle approval, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be

deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.”

2. **GRANT APPROVAL TO “RAJSHREE POLYPACK LIMITED- EMPLOYEE STOCK OPTION PLAN- 2022”**

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

“RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 (**“Companies Act”**) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act read with rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (**“SEBI SBEB Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and in accordance with the provisions of any other applicable laws including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to such other consents, permissions, sanctions and approvals, and pursuant to recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors (**“Board”**), consent of the Members be and is hereby accorded to introduce adopt and implement the ‘Rajshree Polypack Limited- Employees Stock Option Plan 2022’ (**“RPPL ESOP-2022”**) the salient features of which are detailed in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Company, whether working in India or outside India, in accordance with the SEBI SBEB Regulations (hereinafter collectively referred to as **“Employees”**) selected on the basis of criteria decided by the Board under the RPPL ESOP-2022, such number of stock options convertible into Equity Shares of the Company (**“Options”**), in one or more tranches, not exceeding 5,63,000 (Five Lakh Sixty Three Thousand) equity shares of face value of Rs. 10/- each (Rupees Ten), at such price or prices, and on such terms and conditions as may be fixed or determined by the Board in accordance with the RPPL ESOP-2022 and in due compliance with SEBI SBEB Regulations, and all provisions of applicable laws, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorised to adopt and to implement the RPPL ESOP- 2022, as it may deem fit to give effect to the above in conformity with the provisions of applicable laws.

RESOLVED FURTHER THAT the RPPL ESOP Plan-2022 may also envisage provisions for providing financial assistance to the Employees to enable them to acquire, purchase or subscribe to the said Securities of the Company in accordance with the provisions of the Companies Act/Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares directly to the Employees upon exercise of Options from time to time in accordance with the RPPL ESOP-2022 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Stock Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the RPPL ESOP-2022 and the exercise price of Options granted under the RPPL ESOP-2022 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the RPPL ESOP-2022;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board (which term shall be deemed to include the Nomination and Remuneration Committee of Directors) is authorised to formulate, evolve, decide upon and implement the RPPL ESOP-2022, determine the detailed terms and conditions of the aforementioned RPPL ESOP-2022 including but not limited to the quantum of the Options to be granted per employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such employees of the Company, at price, at such time and on such terms and conditions as set out in the RPPL ESOP-2022 and as the Board may in its absolute discretion think fit;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI SBEB Regulations for the purposes of administration of RPPL ESOP-2022;

RESOLVED FURTHER THAT the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the RPPL ESOP-2022 as it may deem fit, from time to time or to suspend, withdraw or revive the RPPL ESOP-2022 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees;

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the RPPL ESOP-2022 on the Stock Exchange, where the Shares of the Company are listed in accordance with the provisions of the SEBI SBEB Regulations, the SEBI LODR Regulations and other applicable laws and regulations;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to RPPL ESOP-2022;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to adoption and implementation of the RPPL ESOP- 2022 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”.

3. APPOINTMENT OF MS. YASHVI SHAH (DIN: 08002543) AS AN INDEPENDENT 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** in accordance with the provisions of Regulations 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors (“**Board**”) of the Company, Ms. Yashvi Shah (DIN 08002543), who was appointed as an Additional Independent Director with effect from May 30, 2022 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act and who has submitted a declaration that she meets the criteria of independence in terms of section 149(6) of the Companies Act and regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from May 30, 2022 to May 29, 2027.

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

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

4. APPROVAL FOR ENHANCEMENT OF BORROWING POWERS UNDER SECTION 180(1)(c) 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 on September 18, 2017, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”) read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company 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**”) consent 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 officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to borrow money, for and on behalf of the Company from time to time, as deemed by it to be requisite and proper for the business of the Company, in a manner that the monies to be borrowed together with the monies already borrowed by the Company may at any time exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company, provided that the total amount that may be borrowed by the Board and outstanding at any point in time, shall not exceed Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only), apart from temporary loans obtained from the Company’s bankers in the ordinary course of business.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board to fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit and/ or to constitute a Committee for that purpose.

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

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

5. APPROVE THE LIMITS FOR CREATION OF CHARGES ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) 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 on September 18, 2017 and pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), the Memorandum and Articles of Association of the Company 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**”), consent 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 officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to sell, lease, mortgage or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or to create such mortgages/ charges/ hypothecation and/ or other encumbrances, in addition to the existing mortgages, charges, hypothecation and/ or other encumbrances, if any, created by the Company on all or any part of the immovable and/ or movable properties, current and/ or fixed assets, tangible and /or intangible assets, book debts and/ or claims of the Company wheresoever situated, present and future and such charge to rank either first, pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecations and / or other encumbrances created/ to be created by the Company in favor of Indian or Foreign financial institutions, Banks or other lending institution(s), and/ or to such other persons, if any, from whom the Company has proposed or proposes to borrow money by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/ to be entered into by the Board within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, as stated in **Item No. 3** above i.e., up to Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only).

RESOLVED FURTHER THAT in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/ or undertakings of the Company in certain events, to banks/ financial institutions, other lending agencies, and/ or trustees for the holders of debentures/ bonds/ other instruments, to secure any rupee loans, foreign currency loans and/ or the issue of debentures, whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/ or rupee/ foreign currency convertible bonds and/ or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Board to fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit and/ or to constitute a Committee for that purpose.

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

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

6. APPROVAL FOR ENHANCEMENT IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE:

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 on September 18, 2017 and pursuant to the provisions of section 186 of the Companies Act, 2013 (“**Companies Act**”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act (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**”), consent 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, in a manner that the aggregate of the loans and investments so far made, the amount for which

guarantee or security so far provided to any person or other bodies corporate along with the investments, loans, guarantee or security proposed to be made or given by the Board, from time to time, in future, shall not exceed a sum of Rs. 100 Crores (Rupees One Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security is provided along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

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

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

7. APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 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 pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”) and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (“**Board**”), consent 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 required, any Committee of the Board or any Director(s) or person (s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (“**Loan**”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person/entity in which any of the Director of the Company is interested as specified under Section 185 of the Companies Act

(collectively referred to as the “Entities”), up to a sum not exceeding Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only) at any point in time, in the best interest of the Company.

RESOLVED FURTHER THAT the loans and/ or guarantees given and / or security(ies) provided by the Company shall be utilised by the borrowing Entity / Entities for its principal business activities.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/ documents/ undertakings/ agreements/papers/writings for giving effect to this Resolution.

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

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

8. INCREASE IN REMUNERATION OF MR. RAMSWAROOP RADHESHYAM THARD (DIN: 02835505), CHAIRMAN & MANAGING 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, (“Companies Act”) read with Schedule V of the Companies 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 payment of increased remuneration with effect from April 1, 2022 for a period of 3 (three) years to Mr. Ramswaroop Radheshyam Thard (DIN:02835505), Chairman & Managing Director of the Company, as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of absence or inadequacy of profits of the Company in any financial year during the term of office of Mr. Ramswaroop Radheshyam Thard as Chairman & Managing Director of the Company, he shall be paid remuneration as set out in the Explanatory Statement referred to above, as the minimum remuneration.

RESOLVED FURTHER THAT except for the aforesaid terms of remuneration, all other existing terms and conditions of his appointment as Chairman & Managing Director of the Company shall remain unchanged.

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

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

9. INCREASE IN REMUNERATION OF MR. NARESH RADHESHYAM THARD (DIN: 03581790), JOINT MANAGING 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, (“**Companies Act**”) read with Schedule V of the Companies 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 the approval of the Board of Directors, the consent of the Members of the Company, be and is hereby accorded for payment of increased remuneration with effect from April 1, 2022 for a period of 3 (three) years to Mr. Naresh Radheshyam Thard (DIN: 03581790), Joint Managing Director of the Company, as set out in the Explanatory Statement annexed to the notice.

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of absence or inadequacy of profits of the Company in any financial year during the term of office of Mr. Naresh Radheshyam Thard as Joint Managing Director of the Company, he shall be paid remuneration as set out in the Explanatory Statement referred to above as the minimum remuneration

RESOLVED FURTHER THAT except for the aforesaid terms of remuneration, all other existing terms and conditions of his appointment as Joint Managing Director of the Company shall remain unchanged.

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

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

10. REVISION IN AMOUNT OF RELATED PARTY TRANSACTION ENTERED INTO WITH ORBIT INDUSTRIES:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of 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 time being in force) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (“**Board**”), consent of the Members of the Company be and is hereby accorded to the Board (which term shall include a Committee constituted by the Board or any person(s) authorized by the Board) for revising the amount of related party transactions on arm’s length basis and in the ordinary course of business of the Company, entered into or to be entered into with Orbit Industries for the financial year 2022-2023, on such terms and conditions as may be decided by the Board from time to time, based on the approval of the Audit Committee and mutually agreed between the Company and Orbit Industries.

(Rs. In Lakhs)

Sr. No	Name of the Related Parties	Nature of Relationship	Nature of transaction to be undertaken	Approved Limit in 10th AGM held on September 24, 2021	Revised Annual Value of Transaction
1.	Orbit Industries	Firm in which Directors of the Company are partners	Purchase	500	500
			Sales	500	1000
			Work Order	400	500

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

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

Registered Office:

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

By Order of the Board

For Rajshree Polypack Limited

Date:- July 5, 2022

Place:- Thane

Ramswaroop Radheshyam Thard

Chairman & Managing Director

DIN:- 02835505

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 has, at their meeting held on July 5, 2022, appointed Ms. Preeti Singhania of P Singhania & Associates, Practicing Chartered Accountants, to act as the Scrutinizer, for conducting the Postal Ballot through 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 e-voting facility and the instructions for 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, June 24, 2022 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 in the relevant section of the website of the National Stock Exchange of India Limited (“**NSE**”) on which the Equity Shares of the Company are listed.
7. 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.

8. A person who is not a member as on Cut-off Date should accordingly treat the Postal Ballot notice for information purpose only.
9. 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 - Business Standard (All Edition) and 1 (one) vernacular language newspaper- Lakshadeep (Marathi) 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, June 24, 2022, will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, June 24, 2022.

10. The e-voting period will commence at 09.00 a.m. (09:00 hours) (IST) on Wednesday, July 6, 2022 and will end at 05.00 p.m. (17:00 hours) (IST) on Thursday, August 4, 2022. 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., June 24, 2022, 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.
11. 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.
12. 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.
13. 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., Thursday, August 4, 2022.
14. The Scrutinizer will submit his report to the Chairman 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 (two) working days from the end of voting i.e., on or before Monday, August 8, 2022. 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.
15. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

16. The last date of receipt of postal ballot i.e. Thursday, August 4, 2022 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.
17. 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.
18. Members who wish to inspect the material documents, as mentioned in this Postal Ballot Notice may write to the Company at cossec@rajshreepolypack.com, mentioning their names, folio numbers/DP ID and Client ID, and the Company shall endeavour to provide inspection of documents requested, through electronic mode from Wednesday, July 6, 2022 until Thursday, August 4, 2022, during business hours, on all working days.

PROCEDURE FOR REMOTE E-VOTING

The remote e-voting period begins on Wednesday, July 6, 2022 at 09.00 am IST and will end at 05.00 p.m. IST on Thursday, August 4, 2022. 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, June 24, 2022, 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, June 24, 2022.

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.	1. 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.

2. 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>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speed-e**” 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	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 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.

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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

A) 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.
 - i) How to retrieve your ‘initial password’?
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 ca.psinghania@gmail.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote 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

Over last 1 (one) year, the Company has seen considerable demand upside for its products. At the same time, the Company has also started building base for higher export volumes by appointing distributors in different territories. Such growth requires the Company to consistently invest in building more capacities and working capital requirements. At the same time, raw material prices are at an all-time high resulting into increased working capital requirements of the Company. Considering the Company's future business requirements, growth plans and resultant funding requirements and in order to fuel the same, the Company proposes to make a further issue of capital on preferential basis to certain strategic investors, alongwith certain existing Promoters of the Company. Accordingly, the Board of Directors ("**Board**") at its meeting held on July 5, 2022 approved the issuance of equity shares of the Company on a preferential basis subject to the approval of shareholders and the relevant stock exchange- National Stock Exchange of India Ltd. ("**NSE**"). The Board has resolved to offer, allot and issue upto 2,60,000 (Two Lakh Sixty Thousand) Equity Shares of face value of Rs. 10/- each to the following Allottees (as mentioned below) at an issue price of Rs. 193 /- per equity share (including a premium of Rs. 183) aggregating upto Rs. 5,01,80,000 (Rupees Five Crores One Lakh Eighty Thousand Only) for cash.

The details of the Proposed Allottees under the Proposed Issue is as under:

Name of the Proposed Allottees	Amount	Category
Mr. Ramswaroop Radheshyam Thard	1,54,40,000	Promoter
Mr. Naresh Radheshyam Thard	1,54,40,000	Promoter
Mr. Manish Kumar Agarwal	1,93,00,000	Non- Promoter, Individual

It may be noted that;

1. All equity shares of the Company are already fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form;

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the SEBI Listing Regulations (as amended) and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the Proposed Allottees;
5. The Company does not have any outstanding dues to SEBI, the stock exchange or the Depositories.

The Company will make an application for in-principle approval to the stock exchange- NSE, where its equity shares are listed, on the same day when the notice has been sent in respect of the Postal Ballot seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("**Companies Act**"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, necessary information or details in respect of the proposed preferential issue of equity shares are as under:

1. Particulars of the offer/ Material terms of raising such securities including date of passing of Board resolution

To create, issue, offer and allot up to 2,60,000 (Two Lakhs Sixty Thousand) equity shares of Rs. 10/- each, on a preferential basis ("**Preferential Issue**"), to the Proposed Allottees at an issue price of Rs. 193 (Rupees One Hundred and Ninety Three only) per equity share including security premium of Rs. 183 (Rupees One Hundred and Eighty Three only) per equity share, being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board, in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors ("**Board**") of the Company has approved aforementioned Preferential Issue in their meeting held on July 5, 2022.

2. Name and address of the Valuer who performed valuation:

Since the Equity Shares of the Company are listed on the stock exchange and the Preferential Issue is not more than 5%, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulation, However on voluntary basis, the Company has obtained a Valuation Report dated July 5, 2022 issued by a registered valuer - Bhavesh M. Rathod, Chartered Accountants, Registered Valuer SFA, registration no. IBBI/RV/06/2019/10708 having office situated at A/101, Shelter CHSL, CSC Road, Dahisar East, Mumbai- 400 068.

3. Principal terms of assets charged as securities:

Not Applicable

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of Company are listed on the NSE. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a. In case of “frequently traded shares” (Regulation 164(1) of the SEBI ICDR Regulations):

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- i) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- ii) the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue

The minimum price (floor price) in terms of Regulation 164(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 192.27 (Rupees One Hundred and Ninety Two point Twenty Seven paise Only). However, the issue price for this Preferential Issue is kept at Rs. 193 (Rupees One Hundred and Ninety Three only) per Equity Share including Security Premium of Rs. 183 (Rupees One Hundred and Eighty Three only) per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

5. The Price / Price Band at/within which the allotment is Proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs 193 (Rupees One Hundred and Ninety Three only) per equity share including security premium of Rs. 183 (Rupees One Hundred and Eighty Three only) per equity share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

6. Amount which the company intends to raise by way of such Equity Shares:

Rs. 5,01,80,000 (Rupees Five Crores One Lakh Eighty Thousand Only)

7. Objects of the Issue:

The proceeds of the preferential offer are proposed to be used to augment the Company's capital base, to meet increased working capital requirements, capital expenditure and General Corporate purposes or such other objects, as the Board may from time to time decide in the best interest of the Company.

8. Maximum number of specified securities to be issued:

It is proposed to offer, allot and issue up to 2, 60,000 (Two Lakh Sixty Thousand) fully paid-up equity shares of the Company having a face value of Rs. 10 /- (Rupees Ten Only) each.

9. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer/ Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Except Mr. Ramswaroop Radheshyam Thard, Promoter, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Promoter, Joint Managing Director of the Company, none of the promoters, directors or key managerial personnel intend to subscribe to any of the equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

10. Relevant Date with reference to which the price has been arrived at:

The '*Relevant Date*' for the purpose of determining the issue price is July 5, 2022 being the date which is 30 (thirty) days prior to the to the last date for remote e-voting for the postal ballot.

11. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the following Individuals

Sr. No	Name of the Proposed Allottees	Category
1.	Mr. Ramswaroop Radheshyam Thard	Promoter
2.	Mr. Naresh Radheshyam Thard	Promoter
3.	Mr. Manish Kumar Agarwal	Non- Promoter, Individual

12. Timeframe/ proposed time schedule, within which the preferential issue/allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares on or before the expiry of 15 (fifteen) days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central government, then the allotment shall be completed within 15 (fifteen) days from the date of receipt of last of such approvals.

13. The identity of the natural persons who are the ultimately beneficial owners of the shares proposed to be allotted and / or who ultimately control:

Sr. No	Name of the Proposed Allottees	Category	Beneficial Ownership
1	Mr. Ramswaroop Radheshyam Thard	Promoter	Self

2.	Mr. Naresh Radheshyam Thard	Promoter	Self
3.	Mr. Manish Kumar Agarwal	Non- Promoter, Individual	Self

14. Percentage of Post issue Preferential Issue Capital that may be held by the Proposed Allottees and current and proposed Status of the Proposed Allottee post preferential issue:

Name of the Proposed Allottee	PAN of the Proposed Allottee	Current and Proposed Status of Investor (Promoter/ Non-promoter)	Pre Issue Holding		Post Issue Holding	
			Nos. of Equity Shares	% of Pre Issue Capital	Nos. of Equity Shares	% of Post Issue Capital
Mr. Ramswaroop Radheshyam Thard	AABPT3712D	Promoter	21,02,858	18.72	21,82,858	18.99
Mr. Naresh Radheshyam Thard	ACZPT9612L	Promoter	17,35,788	15.45	18,15,788	15.80
Mr. Manish Kumar Agarwal	AADPA2376A	Non-promoter	-	-	1,00,000	0.87

15. Changes in control, if any, in the Company consequent to the issue:

There shall be no change in the management or control over the Company, pursuant to the above mentioned preferential allotment. However, voting rights will change in tandem with the shareholding pattern.

16. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any allotments during the year.

17. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

Not Applicable as the Company has not proposed to issue shares for consideration other than cash.

18. Lock in restrictions:

The equity shares to be issued and allotted to the Proposed Allottees shall be subject to lock-in as per the requirement of the provisions of the SEBI ICDR Regulations.

19. Certificate from Practicing Company Secretary:

A certificate from Nishant Bajaj & Associates, Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with requirements of SEBI ICDR Regulations shall be made available for inspection by the Members through electronic mode, on all working days during business hours from Wednesday- July 6,

2022 until Thursday, August 4, 2022. The same is also available at the website of the Company at www.rajshreepolypack.com.

20. Disclosure pertaining to wilful defaulters or a fraudulent borrower:

Neither the Company nor any of its promoters or directors have been declared as willful defaulters as defined under the SEBI ICDR Regulations.

21. Disclosure pertaining to Fugitive Economic Offender:

None of our Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

22. Pre- issue and post issue shareholding pattern of the Company:

No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters holding:				
1.	Indian:				
	Individuals	58,68,287	52.24	60,28,287	52.45
	Bodies Corporate	-	-	-	-
	Any other specify	-	-	-	-
	Sub-Total (A1)	58,68,287	52.24	60,28,287	52.45
2.	Foreign Promoters	-	-	-	-
	Sub-Total (A2)				
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	58,68,287	52.24	60,28,287	52.45
B	Non-Promoters holding:				
1.	Institutional Investors	8,75,487	7.79	8,75,487	7.62
	Total B(1)				
2.	Non-Institution Investors:				
a.	Private Corporate Bodies (including LLP)	1,82,944	1.63	1,82,944	1.59
b.	Indian Public (Individual & HUF)	20,16,335	17.95	21,16,335	18.41
c.	Directors and Relatives	2,500	0.02	2500	0.02
d.	Others (Including NRIs)	22,88,447	20.37	22,88,447	19.91
	Sub-Total (B2)	44,90,226	39.97	45,90,226	39.94
	Total Shareholding of Non Promoters (B)= B(1) +(B2)	53,65,713	47.76	54,65,713	47.55
	Total (A+B)	1,12,34,000	100	1,14,94,000	100
	GRAND TOTAL	1,12,34,000	100	1,14,94,000	100

Note:-

- i) The Pre Issue Shareholding Patterns is as on June 24, 2022.*
- ii) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares either in part or full, the shareholding pattern in the above table would undergo corresponding changes.*
- iii) It is further assumed that shareholding of the Company in all other categories will remain unchanged.*
- iv) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.*

23. Undertakings:

- (i) As the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

24. Other Disclosures:

In accordance with the SEBI ICDR Regulations;

- (i) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations;
- (ii) All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only;
- (iii) The Proposed Allottees have not sold/transferred any equity shares of the Company during the 6 (six) months preceding the Relevant Date;
- (iv) The Proposed Allottees have not previously subscribed to any warrants of the Company but failed to exercise them.

The Board believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the **Special Resolution** set out at item no. 1 for the approval of the members.

Except Mr. Ramswaroop Radheshyam Thard, Promoter, Chairman & Managing Director and Mr. Naresh Radheshyam Thard, Joint Managing Director of the Company and their relatives, none of the other Promoters or Directors or Key Managerial Personnel (KMP) and their relatives forming part of the Promoter Group of the Company have any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding in the Company.

Item No. 2

Equity based remuneration includes alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment. This Company believes in rewarding its employees for their continuous hard work, dedication and support, which has led the Company on the growth path.

The Board of Directors, at its meeting held on July 5, 2022, based on the recommendation of Nomination and Remuneration Committee (“**Nomination and Remuneration Committee**”) and subject to approval of members, approved the proposal for the adoption of an employee stock option plan for the Company consisting of **5,63,000 (Five Lakh Sixty Three Thousand)** options convertible into **5,63,000 (Five Lakh Sixty Three Thousand)** equity shares of face value of Rs. 10/- (Rupee Ten only) of the Company.

The relevant details of the RPPL ESOP-2022 proposed to be adopted and other material facts in connection thereto in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are provided hereunder:

S. No.	Requirement	Disclosure
1.	Brief description of the scheme(s)	Rajshree Polypack Limited- Employee Stock Option Plan- 2022 (“RPPL ESOP-2022”): The employee stock option plan has been formulated by the Company for opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment. Upon vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company which shall be issued/allotted to concerned employees subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the employee stock option plan. The Nomination and Remuneration Committee shall be responsible for the administering and supervision of the employee stock option plan. All questions of interpretation of the RPPL ESOP- 2022 shall be

		determined by the Nomination and Remuneration Committee and such determination shall be final and binding upon all persons having an interest in the employee stock option plan.
2.	The total number of options to be offered and granted	The maximum number of employee stock options that may be granted by the Company shall not exceed 5,63,000 (Five Lakh Sixty Three Thousand) options convertible into 5,63,000 (Five Lakh Sixty Three Thousand) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up, subject to corresponding adjustment for any corporate action including sub-division or consolidation of the equity shares, as may be required.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s):	(i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or but does not include— (a) an employee who is a Promoter or a person belonging to the Promoter Group; or (b) a director who, either himself or through his relative or through any-body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.
4.	Requirements of vesting and period of vesting	The vesting of options granted to an employee will be as per the periodicity determined by the Board. Provided that there shall be a period of at least 1 (one) year between the grant of options and vesting of options. Vesting of options would be subject to continued employment with the Company and thus the options would vest on passage of time. In addition to this, the Board may also specify certain performance parameters subject to which the options would vest.

5.	Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the shall be vested	Maximum period within which the options shall be vested is 5 (Five) years from the date of grant of such options.
6.	Exercise price	The exercise price for options will be decided by the Nomination and Remuneration Committee. However, in any case the exercise price shall not go below the face value of equity shares of the Company.
7.	Exercise period/offer period and process of exercise/acceptance of offer	The employee stock options granted shall be capable of being exercised anytime during the entire period of continuous active employment from the date of vesting of the respective employee stock options. The options will lapse if not exercised within the specified exercise period. The Employee can exercise the vested Options, either wholly or in part, through cash mechanism after submitting the exercise application along with payment of the exercise price, applicable taxes and other charges, if any. In case of resignation or termination without cause, the options must be exercised within 60 (Sixty days) days of the last date of employment. In case of retirement, the options must be exercised within 180 (one hundred and eighty) days of the last date of employment.
8.	The appraisal process for determining the eligibility of employees for the scheme(s)	While all the employees of the Company are eligible for employee stock options, the specific employees to whom the options would be granted and the appraisal process for determining the eligibility of the employees would be determined by the Nomination and Remuneration Committee.
9.	Maximum number of options, to be offered and issued per employee and in aggregate, if any	The maximum number of employee stock options that may be granted by the Company shall not exceed 5,63,000 (Five Lakh Sixty Three Thousand) options convertible into 5,63,000 (Five Lakh Sixty Three Thousand) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up, subject to corresponding adjustment for any corporate action including sub-division or consolidation of the equity shares, as may be required.

		Subject to the applicable laws, no employee shall be granted, in any one year of the Company, options to purchase more than or equaling to 1% of the outstanding issued share capital as on the date of grant (excluding outstanding options and conversions) unless a special resolution is being passed as per applicable laws. Pursuant to the special resolution passed by the members in general meeting/postal ballot, the Nomination and Remuneration Committee may grant to the eligible employee(s) mentioned in such resolution, options to purchase equity shares exceeding or equal to 1% of the outstanding issued share capital as on date of grant (excluding outstanding options and conversions).
10.	Maximum quantum of benefits to be provided per employee under a scheme(s)	Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the employee stock option plan. Accordingly, the maximum quantum of benefits for employees under the employee stock option plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the employee.
11.	Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust	The employee stock option plan shall be implemented through direct route for extending the benefits to the eligible employees by the way of fresh allotment and will follow cash mechanism. The employee stock option plan will be administered and supervised by the Nomination and Remuneration Committee.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	The employee stock option plan involves fresh issue of equity shares by the Company.
13.	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable, as the employee stock option plan is being implemented through direct route.
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by	Not Applicable, as the employee stock option plan is being implemented through direct route.

	the trust for the purposes of the scheme(s)	
15.	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15	The Company shall always comply with the requirements specified under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, modified and supplemented from time to time.
16.	The method which the company shall use to value its options:	Fair value method or any other method as per applicable statutory provisions from time to time.
17.	Statement with regard to Disclosure in Director's Report	As the Company is adopting the fair value method, presently there is no requirement for disclosure in the director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.
18.	Period of lock-in	The equity shares arising out of exercise of vested options will not be subject to any lock-in period after such exercise.
19.	Terms & conditions for buyback, if any, of specified securities:	The Nomination and Remuneration Committee has the powers to specify the procedure and other terms and conditions for buy-back of Options granted, if to be undertaken at any time by the Company, in compliance with applicable laws.
20.	Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	Vested option under the employee stock option plan may lapse if not exercised within the specified exercise period. The option may also lapse under certain circumstances as determined by the Nomination and Remuneration Committee even before expiry of the specified exercise period.
21.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination	In the event of resignation or termination of Employee, all unvested options on the date of submission of resignation or on the date of termination shall expire and stand terminated with effect from such respective date. However, all vested options as on such respective

	of employment or resignation of employee	date shall be exercisable by the Employee within 60 (sixty) days from the date of the separation from employment in case of resignation or termination without cause. In case of termination for cause, all stock options, including vested options shall stand cancelled.
22.	Listing	The equity shares to be allotted pursuant to the exercise of the stock options under the employee stock option plan, shall be listed on National Stock Exchange of India Limited.

In view of above, the Board of Directors recommends the passing of the resolutions set out at Item No. 2 as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item no. 2, except to the extent of their shareholding in the Company or the employee stock options that may be offered to them under RPPL ESOP-2022.

Item No. 3

As per the Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Board of Directors (“**Board**”) of a company shall have at least 1 (one) Woman Director. Further, Regulation 25(6) of the SEBI Listing Regulations states that where an Independent Director (“**ID**”) resigns, he / she shall be replaced by a new ID at the earliest but not later than 3 (three) months from the date of such vacancy.

Consequent to resignation of Mrs. Sangeeta Sarin Woman ID on April 18, 2022, the Company needs to appoint another ID in her place, within 3 (three) months from the date of such vacancy. The Company’s Board on May 30, 2022, appointed Ms. Yashvi Shah as an Additional Director of the Company in the capacity of ID for a term of 5 (five) years with effect from May 30, 2022, to May 29, 2027, subject to approval of the Members of the Company.

The Nomination and Remuneration Committee recommended and the Board approved the appointment of Ms. Yashvi Shah as an ID pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (“**Companies Act**”). Further, the Company has also received a notice in writing from a member under section 160 of the Companies Act proposing the candidature of Ms. Yashvi Shah for the Office of Non- executive ID of the Company.

The Company has received a declaration from Ms. Yashvi Shah confirming that she meets the criteria of independence under the Companies Act and the SEBI Listing Regulations. Further, the Company has also received Ms. Yashvi Shah’s consent to act as a Director in terms of section 152 of the Companies Act and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act.

In the opinion of the Board, Ms. Yashvi Shah fulfils the conditions specified in the Companies Act and rules made thereunder and the SEBI Listing Regulations for her appointment as an ID of the Company and is independent of the management.

In line with the Company's remuneration policy for Independent Directors, Ms. Yashvi Shah will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings, if any.

Ms. Yashvi Shah, CS and LLB is a law practitioner, associated with Khaitan & Co. She has completed her Bachelors in Commerce Degree from Narsee Monjee College of Commerce and Economics in Mumbai, L.L.B Degree from Jitendra Chauhan College of Law (Mithibai College) & Company Secretary Degree from the Institute of Company Secretaries of India. She has assisted in advising listed companies in India, High Net worth Individuals and foreign corporations, in a wide array of legal matters. She has actively advised and represented clients in transactional matters such as private equity investments, rights issue, setting up of a company, and incorporation of LLPs. She brings along more than 5 (five) years of experience in handling legal and secretarial matters. The Board is of the opinion that it would be in the interest of the Company to appoint her as an ID for a period of 5 (five) years with effect from May 30, 2022 to May 29, 2027.

Draft letter of appointment of Ms. Yashvi Shah setting out the terms and conditions of appointment is being made available for inspection by the Members.

Details of Ms. Yashvi Shah pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) SS-2 is provided under "**Annexure A**" to this Notice. The terms and conditions of appointment of Ms. Yashvi Shah as an ID would be made available for inspection to the Members through electronic mode, during business hours, on all working days from Wednesday July 6, 2022 until Thursday, August 4, 2022 on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cossec@rajshreepolypack.com.

The Board of Directors recommends the **Special Resolution** set out at item No. 3 of the Notice for approval by Members.

Except Ms. Yashvi Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Item No.4

Members of the Company at their meeting held on September 18, 2017 had authorized the Board of Directors ("**Board**") under Section 180(1)(c) of the Companies Act, 2013 ("**Companies Act**") to borrow monies for business purposes up to a limit of Rs. 100 Crores (Rupees One Hundred Crores only).

Over last 1 (one) year, the Company has seen considerable demand upside for its products. At the same time, the Company has also started building base for higher export volumes by appointing distributors in different territories. Such growth requires the Company to consistently invest in building more capacities and working capital requirements. At the same time, raw material prices are at an all-time high resulting into increased working capital requirements of the Company.

Considering the Company's future business requirements and growth plans and resulting funding requirements to fuel the same, the Board of the Company at their meeting held on July 5, 2022 approved the proposal to increase the said borrowing limits from Rs.100 Crores (Rupees One Hundred Crores only) to Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only), as set out in the resolution, subject to members approval.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, the Board of a company is empowered to borrow money, where the money to be borrowed, together the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds the aggregate of its paid-up share capital, free reserves and securities premium, with the consent of the shareholders of the company by way of special resolution.

Accordingly, approval of the members of the Company is sought by way of special resolution for such increase in borrowing limits.

The Board recommends the resolution as set out at Item No. 4 of the Notice for approval of Members as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

Item No. 5:

Members of the Company at their meeting held on September 18, 2017 approved the limits for creation of charges on assets of the Company for business purposes up to a limit of Rs. 100 Crores (Rupees One Hundred Crores Only), under Section 180(1)(a) of the Companies Act, 2013 ("**Companies Act**").

Considering the Company's future business requirements and growth plans and the need to secure the indebtedness of the Company as mentioned in Item No. 4 above, the Board of Directors ("**Board**") of the Company at their meeting held on July 5, 2022 approved the proposal to increase the said limits for creation of charges on assets of the Company from Rs.100 Crores (Rupees One Hundred Crores Only) to Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only), as set out in the resolution, subject to members' approval.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, the Board has powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company, with the consent of the shareholders of the company by way of a special resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only).

Accordingly, approval of the members is sought by way of Special Resolution for such increase in the limits for creation of charges on assets of the Company.

The Board recommends the resolution as set out at Item No. 5 of the Notice for approval of Members as a **Special Resolution**.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding as Members.

Item No. 6:

The Company has entered into a Joint Venture with Mr. Rajesh Motilal Gandhi and Mrs. Geeta Rajesh Gandhi under the name Olive Ecopak Private Limited (“**Olive**”) for manufacturing and sale of sustainable packaging products. The Company holds 50.1% equity stake in the Joint Venture, thereby making it a subsidiary. Olive is in the process of setting up its manufacturing unit with total estimated capital investment of Rs. 105 Crores (Rupees One Hundred and Five Crores only) (including working capital requirements), of which a significant portion shall be funded through loan from Banks / Financial Institutions. Olive being subsidiary of the Company, the Company might be required to give Corporate Guarantee to the lenders to secure such financing.

At the same time, the Company may invest in more such joint ventures or projects through subsidiary companies in near future and may be required to extend Corporate Guarantee to secure debt financing for such ventures, cumulative value of which may exceed the limits prescribed under the Companies Act, 2013 (“**Companies Act**”).

Section 186(2) of the Companies Act states that no company is permitted to, directly or indirectly: (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (one hundred percent) of its free reserves and securities premium account, whichever is more (“**Limits**”). Further, section 186(3) mandates passing of a special resolution where 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 of a company, exceeds the Limits specified above.

The Company passed a special resolution in the Annual General Meeting dated September 18, 2017 approving an amount of Rs. 25 Crores (Rupees Twenty-Five Crores Only).

Under these circumstances, it is considered desirable to have the consent of the Members for fixing a higher limit for the aforesaid purposes to the extent of Rs.100 Crores (Rupees One Hundred Crores only).

Accordingly, approval of the members is sought by way of Special Resolution for such increase in the limits for making Investments/extending loans and giving guarantee or providing securities in connection with the loans to persons/bodies corporate.

The Board recommends the resolution as set out at Item No. 6 of the Notice for approval of Members as a **Special Resolution**.

Except Mr. Ramswaroop Radheshyam Thard and Mr. Rajesh Satyanarayan Murarka (being nominee directors of Olive Ecopak Private Limited- subsidiary company) and their relatives respectively, none

of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise in passing of this resolution.

Item No. 7

The Company has entered into a Joint Venture with Mr. Rajesh Motilal Gandhi and Mrs. Geeta Rajesh Gandhi under the name Olive Ecopak Private Limited (“**Olive/ “Joint Venture”**”) for manufacturing and sale of Sustainable Packaging Products. The Company holds 50.1% equity stake in the Joint Venture thereby making it a subsidiary. Olive is in the process of setting up its manufacturing unit with total estimated capital investment of Rs.105 Crores (Rupees One Hundred and Five Crores only) (including working capital requirements), of which a significant portion shall be funded by Joint Venture Partners by way of equity as well as unsecured loans. Further, the Company may also be required to extend unsecured loans to Olive for the purpose of the business in near future. Pursuant to the Joint Venture Arrangement, the Company has appointed 2 (two) of its directors (1) Mr. Ramswaroop Radheshyam Thard and (2) Mr. Rajesh Satyanarayan Murarka as nominee directors on the Board of Olive.

The Company may invest in more such Joint Ventures or projects through subsidiary Companies in near future and may be appointing its directors as nominee directors in such ventures. At the same time, the Company may also be required to extend support to such ventures as loans for the purpose of the business.

As directors of the Company are considered as interested in such ventures in their capacity as directors of the said ventures, such provision of loans requires approval of members of the Company under section 185 of the Companies Act, 2013 (“**Companies Act**”).

Pursuant to the provisions of Section 185 of the Companies Act, 2013 (“**Companies Act**”) read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the “**Rules**”) (as amended from time to time), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

Accordingly, the Board of Directors (“**Board**”) seeks consent of the Members by way of a special resolution pursuant to Section 185 of the Companies Act for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the person specified under Section 185 of the Companies Act and more specifically such other entity/person as the Board in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the “**Entities**”); up to an aggregate limit of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only) for the following purposes: (i) capital expenditure of the projects and/or (ii) working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities, subject to the approval of shareholders of the Company by means of postal ballot.

The Members may note that Board would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommend the resolution at Item no.7 for your approval as a **Special Resolution**.

Except Mr. Ramswaroop Radheshyam Thard and Mr. Rajesh Satynarayan Murarka, none of the other Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item No. 8

Mr. Ramswaroop Radheshyam Thard was re-appointed as Chairman & Managing Director in the Board meeting dated August 25, 2021 and in the Annual General Meeting dated September 24, 2021 w.e.f. October 15, 2021 for a period of 5 (five) years. The Company passed a special resolution in the Annual General Meeting dated September 27, 2019 for increasing his remuneration from Rs. 68.40 lakhs per annum (Rupees Sixty-Eight Lakhs Forty Thousand Only) to Rs. 78.66 lakhs per annum (Rupees Seventy-Eight Lakhs Sixty Six Thousand Only).

Considering substantial growth in the business and profits of the Company, the Nomination & Remuneration Committee and the Board of Directors in their respective meetings held on July 5, 2022 decided to revise the remuneration of Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director from Rs. 78.66 lakhs per annum (Rupees Seventy-Eight Lakhs Sixty-Six Thousand Only) to Rs. 94.39 lakhs per annum (Rupees Ninety-Four Lakhs Thirty-Nine Thousand Only) w.e.f. April 1, 2022, pursuant to Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (“**Companies 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 Companies 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 Rs. 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 as under:

2. 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
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		thermoformed packaging products, as per the client’s requirements.																
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 June 30, 2022, the aggregate foreign shareholding in the Company are as follows <table><tr><th>Sr. No</th><th>Particulars</th><th>Nos of shares</th><th>% of shareholding</th></tr><tr><td>1.</td><td>Foreign Company</td><td>22,26,084</td><td>19.82</td></tr><tr><td>2.</td><td>Non Resident Indians (Non Repat)</td><td>24,975</td><td>0.22</td></tr><tr><td>3.</td><td>Non Resident Indians (Repat)</td><td>33,663</td><td>0.30</td></tr></table>	Sr. No	Particulars	Nos of shares	% of shareholding	1.	Foreign Company	22,26,084	19.82	2.	Non Resident Indians (Non Repat)	24,975	0.22	3.	Non Resident Indians (Repat)	33,663	0.30
Sr. No	Particulars	Nos of shares	% of shareholding															
1.	Foreign Company	22,26,084	19.82															
2.	Non Resident Indians (Non Repat)	24,975	0.22															
3.	Non Resident Indians (Repat)	33,663	0.30															
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 2021-22	FY 2020-21	FY 2019-20
Operational and Other Income	19,965.36	13,017.94	12,799.73
Profit/(Loss) before Tax	1,285.03	1,204.48	1,150.34
Add/ Less: Net Current Tax	260.56	280.21	312.14
Add/Less: Deferred Tax Liability/(Assets) (net)	68.02	41.59	(87.80)
Profit/(Loss) after Taxation	955.10	888.01	926.00

3. Information about the appointee:

1.	Background details	:	Mr. Ramswaroop Radheshyam Thard is the Promoter, Chairman & Managing Director of our Company. He has been Managing Director of our Company since incorporation. He holds a Bachelor's degree of Engineering from the University of Pune.
2.	Recognition or awards	:	Nil
3.	Past Remuneration	:	Rs.78.66 lakhs per annum
4.	Job Profile and his Suitability	:	He is the Founder, Chairman and Managing Director of the Company. He plays a very pivotal role in inculcating design thinking and

			management, leading consumer research, strategic business transformation, new product and brand development and people management, business development, sales, administration and finance functions of our Company. He has been instrumental in the successful launching of new products and developing new brands for the Company. He has actively contributed towards achieving the overall vision of the Company.
5.	Remuneration proposed	:	Rs. 94.39 lakhs per annum w.e.f. April 1, 2022 for a period of 3 (three) years
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. Ramswaroop Radheshyam Thard is entitled to the proposed remuneration.
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key managerial personnel or other Director, if any	:	Except from (i) receiving managerial remuneration, (ii) being Promoter, Chairman & Managing Director, holding 21,02,858 shares (18.72% of the total shareholding of the Company) and (iii) his relationship with managerial personnel - Mr. Naresh Radheshyam Thard (brother), he does not have any other pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel or other Directors of the Company.

4. Other Information:

- A. Reasons of loss or inadequate profits:** The Company earned net profits of Rs. 955.10 lakhs during the Financial Year 2021-22. 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 2021-22 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 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. Ramswaroop Radheshyam Thard, Chairman & Managing Director of the Company, is available for inspection by members through electronic mode, on all working days during business hours from Wednesday, July 6, 2022 until Thursday, August 4, 2022. Members desirous to inspect the same may send request from their registered email address to the Company at cossec@rajshreepolypack.com.

Details of Mr. Ramswaroop Radheshyam Thard 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. 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. Ramswaroop Radheshyam Thard (and his relatives) and Mr. Naresh Radheshyam Thard (and his relatives) are in any way, concerned or interested, financially or otherwise, in the proposed special resolution.

Item No. 9

Mr. Naresh Radheshyam Thard was re-appointed as Joint Managing Director (“**JMD**”) in the Board meeting dated August 25, 2021 and in the Annual General Meeting dated September 24, 2021 w.e.f. February 1, 2022 for a period of 5 (five) years. The Company passed a special resolution in the Annual General Meeting dated September 27, 2019 for increasing his remuneration from Rs. 54.00 Lakhs per annum (Rupees Fifty-four Lakhs Only) to Rs. 62.10 lakhs per annum (Rupees Sixty- Two Lakhs Ten Thousand only).

Considering substantial growth in the business and profits of the Company, the Nomination & Remuneration Committee and Board of Directors in their respective meetings held on July 5, 2022 decided to revise the remuneration of Mr. Naresh Radheshyam Thard- JMD from Rs. 62.10 lakhs per annum (Rupees Sixty-Two Lakhs Ten Thousand Only) to Rupees 74.52 lakhs per annum (Rupees Seventy-Four Lakhs Fifty Two Thousand Only) w.e.f April 1, 2022, pursuant to Section 196,197 and 198 read with Schedule V of the Companies Act, 2013 (“**Companies Act**”) and rules applicable thereon and 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 Companies 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 Rs.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, 2013 is as under:

2. 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 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 June 30, 2022, the aggregate foreign shareholding in the Company are as follows			
		Sr. No	Particulars	Nos of shares	% of shareholding
		1.	Foreign Company	22,26,084	19.82
		2.	Non Resident Indians (Non Repat)	24,975	0.22
		3.	Non Resident Indians (Repat)	33,663	0.30
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 2021-22	FY 2020-21	FY 2019-20
Operational and Other Income	19,965.36	13,017.94	12,799.73
Profit/(Loss) before Tax	1,285.03	1,204.48	1,150.34
Add/ Less: Net Current Tax	260.56	280.21	312.14
Add/Less: Deferred Tax Liability/(Assets) (net)	68.02	41.59	(87.80)
Profit/(Loss) after Taxation	955.10	888.01	926.00

3. Information about the appointee:

1.	Background details	:	Mr. Naresh Radheshyam Thard is the Promoter and JMD of our Company He is a specialist in Plastic Processing and Packaging and has over 20 (twenty) years of experience. He drives the growth of the company along with the Chairman & Managing Director- Mr. Ramswaroop Radheshyam Thard.
2.	Recognition or awards	:	Nil
3.	Past Remuneration	:	Rs. 62.10 lakhs per annum
4.	Job Profile and his Suitability	:	He is the Joint Managing Director of the Company. He is co-founder of the Company along with Mr. Ramswaroop Radheshyam Thard and has been equally instrumental in the growth of our Company. He has strong technical skills in the plastic packaging domain.
5.	Remuneration proposed	:	Rs. 74.52 lakhs per annum w.e.f. April 1, 2022 for a period of 3 (three) years
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 respect to this industry and size, Mr. Naresh Radheshyam Thard 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 from (i) receiving Managerial Remuneration, (ii) being Promoter & JMD- holding 17,35,788 shares (15.45% of the total shareholding of the Company) and (iii) his relationship with managerial personnel - Mr. Ramswaroop Radheshyam Thard (brother), he does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel or other Director of the Company.

4. Other Information:

- A. Reasons of loss or inadequate profits:** The Company has earned net profit of Rs.955.10 lakhs during the financial year 2021-22. 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. The Company has expanded its business operations during the financial year 2021-22 and enhanced its working capacity by employing manpower which results 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 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. Naresh Radheshyam Thard, JMD of the Company, is available for inspection by members through electronic mode, on all working days, during business hours from Wednesday- July 6, 2022 until Thursday, August 4, 2022. Members desirous to inspect the same may send request from their registered email address to the Company at cosec@rajshreepolypack.com.

Details of Mr. Naresh Radheshyam Thard 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.9 for the approval of members of the Company by way of a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Naresh Radheshyam Thard (and his relatives) and Mr. Ramswaroop Radheshyam Thard (and his relatives) are in any way, concerned or interested, financially or otherwise, in the proposed special resolution.

Item No. 10

A. Background, details and benefits of the proposed Related Party Transactions by the Company

Orbit Industries ("**Orbit**") is a related party as defined under section 2(76) of the Companies Act, 2013 and/ or under applicable accounting standards. Further, Orbit is a Partnership firm

wherein the Directors of the Company Mr. Ramswaroop Radheshyam Thard, Mr. Naresh Radheshyam Thard and Mr. Anand Sajjankumar Rungta are partners.

Vide ordinary resolution dated September 24, 2021, members of the Company approved the Related Party Transactions (“RPT”) of the Company with Orbit in the nature of ‘purchase’ ‘sales’ and ‘work order’ up to certain limits. With respect to the RPTs with Orbit, the Company crossed the approved limits in the month of February, 2022. The Board of the Company approved the said revision in the amounts as regards RPTs concerning Orbit in its meeting dated May 30, 2022 for the FY 2022-23. The transactions are continuous in nature and being made in the ordinary course of business and also at arm’s length basis.

The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into the above-mentioned RPTs with Orbit. The Committee has noted that the said transactions will be on an arms’ length basis and in the ordinary course of business of the Company.

Specific details as required for the RPTs with Orbit is provided herein below:

Information pursuant Companies Act, the SEBI Listing Regulations and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

Sr. No	Particulars	Details								
1.	Name of the Related Party	M/s. Orbit Industries (“Orbit”)								
2.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Mr. Ramswaroop Thard, Mr. Naresh Thard and Mr. Anand Rungta are the partners in Orbit and Directors in the Company. Orbit Industries falls under the category of ‘promoter group’ of the Company								
3.	Type, material terms and particulars of the proposed transaction	The transaction involves Purchase and Sales of goods and Work Order at arm’s length for business purpose from/to Orbit Industries during Financial Year 2022-23, aggregating up to Rs. 2000 Lakhs.								
4.	Tenure of the proposed transaction	Recurring Nature, approval is for 1(one) year, Financial Year 2022-23.								
5.	Whether in Ordinary Course of Business	Yes								
6.	Whether at Arm’s Length basis	Yes								
7.	Value of the Proposed Transaction: <i>Approved Limit in 10th AGM held on September 24, 2021</i>	<table><tr><th>Nature of transaction to be undertaken</th><th>Approved Limit in 10th AGM held on September 24, 2021 (Rs. In Lakhs)</th></tr><tr><td>Purchase</td><td>500</td></tr><tr><td>Sales</td><td>500</td></tr><tr><td>Work Order</td><td>400</td></tr></table>	Nature of transaction to be undertaken	Approved Limit in 10 th AGM held on September 24, 2021 (Rs. In Lakhs)	Purchase	500	Sales	500	Work Order	400
Nature of transaction to be undertaken	Approved Limit in 10 th AGM held on September 24, 2021 (Rs. In Lakhs)									
Purchase	500									
Sales	500									
Work Order	400									

	<i>Revised Annual Value of Transaction</i>	<table><tr><td>Nature of transaction to be undertaken</td><td>Revised Annual Value of Transaction for FY 2022-23 (Rs. In Lakhs)</td></tr><tr><td>Purchase</td><td>500</td></tr><tr><td>Sales</td><td>1000</td></tr><tr><td>Work Order</td><td>500</td></tr></table>	Nature of transaction to be undertaken	Revised Annual Value of Transaction for FY 2022-23 (Rs. In Lakhs)	Purchase	500	Sales	1000	Work Order	500				
Nature of transaction to be undertaken	Revised Annual Value of Transaction for FY 2022-23 (Rs. In Lakhs)													
Purchase	500													
Sales	1000													
Work Order	500													
8.	Justification as to how these RPTs is in the interest of the Company	These transactions not only help smoothen business operations for both the entities, but also ensures consistent flow of desired quality and quantity of material without interruptions. Further, the arrangements are commercially beneficial.												
9.	The percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year (FY 2021-22) that is represented by the value of the proposed transaction	<table><tr><td>Sr. No</td><td>Nature of Transaction</td><td>Percentage of the Company’s annual consolidated turnover for the immediately preceding FY, representing the value of the proposed transaction</td></tr><tr><td>1.</td><td>Purchase</td><td>2.52</td></tr><tr><td>2.</td><td>Sale</td><td>5.04</td></tr><tr><td>3.</td><td>Work Order</td><td>2.52</td></tr></table>	Sr. No	Nature of Transaction	Percentage of the Company’s annual consolidated turnover for the immediately preceding FY, representing the value of the proposed transaction	1.	Purchase	2.52	2.	Sale	5.04	3.	Work Order	2.52
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1.	Purchase	2.52												
2.	Sale	5.04												
3.	Work Order	2.52												
10.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <i>i) details of the source of funds in connection with the proposed transaction;</i> <i>ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments,</i> <i>nature of indebtedness;</i> <i>cost of funds; and</i> <i>tenure;</i>	Not Applicable												

	<i>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</i> <i>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</i>	
11.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
12.	Whether the management of the listed entity has provided a summary of the information stated in Points (1) to (11) above to the Audit Committee	Yes

B. Approvals Sought

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

Approval of the Members of the Company vide ordinary resolution is, therefore, required in terms of Regulation 23 and other applicable provisions of the SEBI Listing Regulations, the Companies Act and Rules, for the aforesaid RPTs with Orbit for the FY 2022-2023. Further, no related party shall vote to approve the resolution.

The Board recommends the resolutions at Item No.10 for the approval of members of the Company by way of a **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ramswaroop Radheshyam Thard (and his relatives), Mr. Naresh Radheshyam Thard (and his relatives) and Mr. Anand Sajjankumar Rungta (and his relatives) are in any way, concerned or interested, financially or otherwise in passing of this resolution as set out in Item No. 10.

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. Ramswaroop Radheshyam Thard	Mr. Naresh Radheshyam Thard	Ms. Yashvi Shah
DIN	02835505	03581790	08002543
Designation	Chairman & Managing Director (“CMD”)	Joint Managing Director	Additional Director (Non- Executive Independent)
Date of Birth (Age)	April 1, 1974 (48 years)	October 10, 1975 (46 years)	February 4, 1994 (28 years)
Date of first appointment on the Board	October 15, 2011	October 15, 2011	May 30, 2022
Date of appointment/re-appointment in the current position	October 15, 2021	February 1, 2022	May 30, 2022
Nationality	Indian	Indian	Indian
Qualification	Bachelors of Engineering.	First year B. Com.	Company Secretary & LLB
Brief resume & nature of expertise in specific functional areas	He has an experience of more than 20 (twenty) years in the packaging industry. He is the founder of the Company and plays a very pivotal role in business development, sales, administration and finance functions of our Company.	He has an experience of more than 20 (twenty) years in the plastic packaging industry. He is co-founder of the Company along with Mr. Ramswaroop Radheshyam Thard and is a specialist in Plastic Processing and Packaging. He drives the growth of the company along with the CMD.	She has an experience of more than 5 (five) years in handling legal and secretarial matters along with an understanding of regulatory environment. She has wide experience in corporate governance, private equity transactions, insider trading regulations, stamp duty and foreign exchange laws.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NA	NA	NA
