

Date:- October 16, 2023

To
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051
Symbol: RPPL

Dear Sir/Madam,

Sub: Intimation of Extra Ordinary General Meeting of the Company schedule to be held on Wednesday, November 8, 2023.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, we are pleased to inform that the Extra Ordinary General Meeting (“EOGM”) of the Members of Rajshree Polypack Limited (“**Company**”) will be held on Wednesday, November 8, 2023 at 4:00 P.M. (IST) at Hotel Satkar Grande Wi Fi Park, Opp Aplab Company, Near Mulund Check Naka, Wagle Estate, Thane (W) 400604.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	Sunday, November 5, 2023
End of remote e-voting	Tuesday, November 7, 2023

The remote e-voting module shall be disabled by NSDL for voting after Tuesday, November 7, 2023 (05:00 P.M. IST).

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Wednesday, November 1, 2023 will be entitled to cast their votes by remote e-voting or e-voting during the EOGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. A person who is not a member on the cut-off date should accordingly treat the EOGM Notice as for information purposes only.

We request you to kindly take the above on record and bring to the notice of all concerned.

The Extra ordinary General Meeting Notice is also uploaded on the Company’s website.

You are requested to take the above information on your records.

Thanking you,

Yours truly,

FOR RAJSHREE POLYPACK LIMITED



Mitali Rajendra Shah
Company Secretary & Compliance Officer
Mem No: A48197



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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1/2023-2024 EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF RAJSHREE POLYPACK LIMITED, WILL BE HELD ON WEDNESDAY, NOVEMBER 8, 2023, AT 04.00 P.M. AT HOTEL SATKAR GRANDE WI-FI PARK, OPP APLAB COMPANY, NEAR MULUND CHECK NAKA, WAGLE ESTATE, THANE (W) 400604 TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

1. INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.

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 Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (**“Companies Act”**), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each by addition of 25,00,000 (Twenty Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

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

“V. to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of face value of Rs. 10/- (Rupees Ten Only).”

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



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2. APPROVAL FOR ISSUANCE OF 7,75,000 EQUITY SHARES ON PREFERENTIAL ALLOTMENT 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 Section 23, 42 and 62(1)(c), 179(3)(c) and all other applicable provisions of the Companies Act, 2013 (**“Companies Act”**) and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) and the Listing Agreement entered into by the Company with the National Stock Exchange of India Limited (**“NSE”**) on which the equity shares of the Company are listed any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the **“Board”** which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (**“Members”**) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 7,75,000 (Seven Lakhs Seventy five Thousands) fully paid-up equity shares of face value of Rs. 10/- each, at an issue price of Rs. 209 (Rupees Two Hundred and Nine only (including a premium of Rs. 199 per equity share), aggregating to Rs. 16,19,75,000/- (Rupees Sixteen Crore Nineteen Lakhs Seventy Five Thousand only) (**“Subscription Money”**) on a preferential basis and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time to the following allottees (**“Proposed Allottees”**) as stated below:

S. No.	Name of Proposed Allottees	No of Shares	Category
1.	Anita Jaideep Sampat	2,00,000	Non-Promoter
2.	Anil Raika Family Trust	65,000	Non-Promoter
3.	Sabyasachi Mukherjee	60,000	Non-Promoter
4.	Shubham Agarwal	50,000	Non-Promoter
5.	Mehul Parekh	50,000	Non-Promoter
6.	Supath Mahajan	50,000	Non-Promoter

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S. No.	Name of Proposed Allottees	No of Shares	Category
7.	Sourav Bhutra	25,000	Non-Promoter
8.	Mona Bajaj	25,000	Non-Promoter
9.	Ankita Sonkhiya	25,000	Non-Promoter
10.	Sheetal Hitesh Bhansali	25,000	Non-Promoter
11.	Onnivation Ventures Private Limited	25,000	Non-Promoter
12.	Rohan Jain	20,000	Non-Promoter
13.	Privylife Solutions LLP	20,000	Non-Promoter
14.	Vimura's Family Private Trust	15,000	Non-Promoter
15.	Dimple Pushpak Shah	12,500	Non-Promoter
16.	Manish Mangilal Shah	12,500	Non-Promoter
17.	Animesh Killa	12,000	Non-Promoter
18.	Deepak Todi HUF	12,000	Non-Promoter
19.	Khushboo Agarwal	12,000	Non-Promoter
20.	Indu Srinivasan Iyer	12,000	Non-Promoter
21.	Anup Dhanuka	12,000	Non-Promoter
22.	Ayush Tandon	10,000	Non-Promoter
23.	Anita Singh	10,000	Non-Promoter
24.	Sakshi Rajesh Jain	10,000	Non-Promoter
25.	Sunny Jain	5,000	Non-Promoter
	Total	7,75,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the Monday, October 9, 2023, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“EOGM”) and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the NSE where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i The Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.



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- ii All Subscription Shares to be allotted by way of preferential issue shall be made fully paid-up at the time of the allotment and the consideration must be paid from the respective Proposed Allottees' Bank Account
- iii The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- iv The Subscription Shares so offered, issued and allotted will be listed on the NSE, subject to receipt of necessary regulatory permissions and approvals as the case may be;
- v The Subscription 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
- vi The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Proposed Allottees, on or before the date of allotment thereof.
- vii The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of fifteen (15) days from the date of passing of special resolution, provided that the allotment will be made only upon receipt of in principal approval from the Stock Exchange i.e., NSE, in accordance with the provisions of the Companies Act and applicable law and within the timelines prescribed under the applicable laws and where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to NSE and/or SEBI or the Central Government, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;
- viii The Subscription Shares so offered, issued and allotted shall not exceed the number as approved hereinabove.
- ix The Equity Shares shall be allotted in dematerialized form only.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of '**Form PAS-4**') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. NSE.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing



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clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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

3. APPROVAL FOR ISSUANCE OF 3,00,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT 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 Section 23,42 and 62 (1)(c) and all other applicable provisions of the Companies Act, 2013 (**“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) and the

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Listing Agreement entered into by the Company with the National Stock Exchange of India Limited of India Limited (“NSE”) on which the equity shares of the Company are listed any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “**Board**” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (“**Members**”) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 3,00,000 (Three Lakhs) Convertible Warrants of Rs. 10/- each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 209/- (Rupees Two Hundred and Nine only) aggregating to Rs. 6,27,00,000 (Rupees Six Crore Twenty Four Lakhs only) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time with the right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“**Equity Shares**”) at a premium of Rs. 199/- (Rupees One Hundred and Ninety Nine Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws:

S. No.	Name of Proposed Allottees	No. of Convertible Warrants	Category
1.	Anil Raika Family Trust	30,000	Non-Promoter
2.	Sourav Bhutra	25,000	Non-Promoter
3.	Mona Bajaj	10,000	Non-Promoter
4.	Ankita Sonkhiya	10,000	Non-Promoter
5.	Vimura's Family Private Trust	20,000	Non-Promoter
6.	Ayush Tandon	5,000	Non-Promoter
7.	Hemant Gadodia	1,00,000	Non-Promoter
8.	Pravin Shankarlal Jain	37,500	Non-Promoter
9.	Rekha Pravin Jain	37,500	Non-Promoter
10.	Kennis Ventures Private Limited	25,000	Non-Promoter
	Total	3,00,000	



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RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is the Monday, October 9, 2023, being the date 30 days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- ii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants ("**Warrant Exercise Period**");
- iii. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval or permission;
- v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- vi. The Warrants and the Equity Shares be allotted on exercise of the warrants 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;



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- vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company 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 and Articles of Association of the Company;
- ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.
- xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- xiii. Warrants shall be issued and allotted by the Company only in dematerialized form;

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. NSE.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT in case of non-subscription from any Proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other Proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Convertible Warrants or Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Convertible Warrants including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions,



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difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

**By order of the Board of Directors
For RAJSHEE POLYPACK LIMITED**

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

Place: Thane

Date: October 11, 2023

Regd. Office:

Lodha Supremus Unit No 503-504
5th Flr Road No. 22, Kishan Nagar,
Nr New Passport Office,
Wagle Estate, Thane - 400604



RAJSHREE POLYPACK LIMITED

CIN: L25209MH2011PLC223089

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Companies Act**”) setting out material facts relating to the special business (Item nos.1 to 3) to be transacted at the 1st Extra Ordinary General Meeting (“**EOGM**”) for FY 2023-2024 as set out in the Notice, is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company’s Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Queries, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
8. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) on or before Wednesday, 1 November, 2023
9. In case of joint holders attending the Meeting, only such joint holder who is high in the order of names in the Register of Members will be entitled to vote.
10. Members are requested to advise immediately about any change of address:
 - a. To their Depository Participants (DPs) in respect of their electronic share accounts.
 - b. To the Company's Registrar & Share Transfer Agents Link In Time India Private Limited in respect of their physical share folios if, any.



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11. Under Section 72 of the Companies Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company's Registrar and Share Transfer Agent.
12. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
13. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
14. Members who hold shares in physical form are requested to send their e-mail address to the following: cosec@rajshreepolypack.com.
15. The Notice of the 1st EOGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Link In Time India Private Limited, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
17. The Company or its Registrars and Transfer Agents, Link IN Time India Private Limited. ("Link In Time") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
18. M/s. Nishant Bajaj & Associates, Practicing Company Secretary (COP No.: 21538), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
19. The Scrutinizer shall after the conclusion of voting at the EOGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. In accordance with the circulars issued by MCA and SEBI, the Notice of the 1st EOGM of FY 2023-2024 is being sent by electronic mode to Members whose email id is registered with the Company or the Depository Participants ("DPs"). Further, in terms of the applicable provisions of the Act, SEBI Listing



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Regulations read with the Circulars issued by MCA and SEBI, the Notice of 1st EOGM of FY 2023-2024 of the Company will also be available on the website of the Company at www.rajshreepolypack.com. The same can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com. Physical copy of the Notice of the 1st EOGM of FY 2023-2024 shall be sent to those Members who request for the same.

21. Procedure for voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 1st EOGM of FY 2023-2024 by electronic means and the business may be transacted through 'remote e-voting' services provided by National Securities Depository Limited. ("NSDL").

The Instructions for Members for Remote E-Voting are as under:-

For Members, whose e-mail addresses are registered with the Company/ Depositories:

- i) The remote e-voting period begins on Sunday, November 5, 2023 at 09:00 A.M. and ends on Tuesday, November 7, 2023 at 05:00 P.M. 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. Wednesday, November 1, 2023, 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 Wednesday, November 1, 2023.

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.



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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



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	NSDL Mobile App is available on  App Store  Google Play  
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

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.



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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

- B. Login Method for e-Voting for Members 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*****.



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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a. Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?**”(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button



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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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nishant.bajaj@korianderadvisors.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 at evoting@nsdl.co.in



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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.

**By order of the Board of Directors
For RAJSHEE POLYPACK LIMITED**
Sd/-
Mitali Rajendra Shah
Company Secretary & Compliance Officer

Place: Thane

Date: October 11, 2023

Regd. Office:

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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the items of special business at Resolutions of the Notice and the same should be taken as forming part of the notice.

Item No. 1:

The Current Authorized Share Capital of your Company stands at Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only).

With the growth plans of the Company's business and considering Company's plan to raise fresh capital by way of preferential issue, it is desirable to bring the Authorized Share Capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking so as to enable the Company to issue fresh equity shares as and when desired. It is therefore considered advisable to increase the Authorized Share Capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each, by addition of 25,00,000 (Twenty Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each

Thus, the Authorized Share Capital of the Company would be Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each. The increased Equity Shares, whenever issued, will rank pari passu in all respects with the existing equity shares of the Company. The proposed increase in the Authorized Share Capital will require subsequent alteration in Clause V (i) of Memorandum of Association of the Company pursuant to the provisions of Section 13,61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. respectively. The Directors, therefore, recommend the passing of the special resolutions at items No. 1 of the accompanying notice.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 05.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays) from the date of dispatch of this Notice till the last date fixed for e-voting.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.



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Item No. 2 & 3:

The Special Resolution contained in Item No. 2 & 3 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 7,75,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 209/- each (including Premium of Rs. 199/- per Equity Share), aggregating up to Rs. 16,19,75,000 (Rupees Sixteen Crore Nineteen Lakhs Seventy Five Thousand only) and 3,00,000 Convertible Warrants of face value of Rs. 10/- each at an issue price of Rs. 209/- (Including Premium of Rs. 199/-) each aggregating up to Rs. 6,27,00,000 (Rupees Six Crore Twenty Seven Lakhs only).

The Board of Directors of the Company (“**Board**”) in their meeting held on Wednesday, October 11, 2023 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 7,75,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 209/- each (including Premium of Rs. 199/- per Equity Share), aggregating up to Rs. 16,19,75,000 (Rupees Sixteen Crore Nineteen Lakhs Seventy Five Thousand only) and 3,00,000 Convertible Warrants of face value of Rs. 10/- each at an issue price of Rs. 209/- (including Premium of Rs. 199/-) each aggregating up to Rs. 6,27,00,000 (Rupees Six Crore Twenty Seven Lakhs only) on preferential basis to the Proposed Allottees as mentioned in the resolution no. 2 & 3 in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.

As per Companies Act, 2013 and Rules made there under (“**Companies Act**”), and in accordance with the provisions of the SEBI ICDR Regulations as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the SEBI ICDR Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Issue:

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the Capital Investment, Long term Working Capital and General Corporate purposes or such other objects, as the Board may from time to time decide in the best interest of the Company.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on Wednesday, October 11, 2023 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 7,75,000 Equity Shares fully paid-up, of face value of Rs. 10/- per



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:** cossec@rajshreepolypack.com

Equity Share issued at offer price of Rs. 209/- each & 3,00,000 Convertible Warrants of face value of Rs.10/- each issued at offer price of Rs. 209/- each, on a preferential basis to the Proposed Allottees, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares and Convertible Warrants 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.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

None of the existing promoters, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares or Convertible Warrants 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.

e) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No	Name of the Proposed Allottees	No of Shares	No of Warrants	Category
1.	Anita Jaideep Sampat	2,00,000	0	Non-Promoter
2.	Anil Raika Family Trust	65,000	30,000	Non-Promoter
3.	Sabyasachi Mukherjee	60,000	0	Non-Promoter
4.	Shubham Agarwal	50,000	0	Non-Promoter
5.	Mehul Parekh	50,000	0	Non-Promoter
6.	Supath Mahajan	50,000	0	Non-Promoter
7.	Sourav Bhutra	25,000	25,000	Non-Promoter
8.	Mona Bajaj	25,000	10,000	Non-Promoter
9.	Ankita Sonkhiya	25,000	10,000	Non-Promoter
10.	Sheetal Hitesh Bhansali	25,000	0	Non-Promoter

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Sr. No	Name of the Proposed Allottees	No of Shares	No of Warrants	Category
11.	Onnivation Ventures Private Limited	25,000	0	Non-Promoter
12.	Rohan Jain	20,000	0	Non-Promoter
13.	Privylife Solutions LLP	20,000	0	Non-Promoter
14.	Vimura's Family Private Trust	15,000	20,000	Non-Promoter
15.	Dimple Pushpak Shah	12,500	0	Non-Promoter
16.	Manish Mangilal Shah	12,500	0	Non-Promoter
17.	Animesh Killa	12,000	0	Non-Promoter
18.	Deepak Todi HUF	12,000	0	Non-Promoter
19.	Khushboo Agarwal	12,000	0	Non-Promoter
20.	Indu Srinivasan Iyer	12,000	0	Non-Promoter
21.	Anup Dhanuka	12,000	0	Non-Promoter
22.	Ayush Tandon	10,000	5,000	Non-Promoter
23.	Anita Singh	10,000	0	Non-Promoter
24.	Sakshi Rajesh Jain	10,000	0	Non-Promoter
25.	Sunny Jain	5,000	0	Non-Promoter
26.	Hemant Gadodia	0	1,00,000	Non-Promoter
27.	Pravin Shankarlal Jain	0	37,500	Non-Promoter
28.	Rekha Pravin Jain	0	37,500	Non-Promoter
29.	Kennis Ventures Private Limited	0	25,000	Non-Promoter
Total		7,75,000	3,00,000	

- f) **Relevant Date:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares and Convertible Warrants is Monday, October 9, 2023, , being the date 30 days prior to the date of this Extra Ordinary General Meeting.

- g) **Pricing of the Issue:**

The Equity Shares of the Company are listed at the National Stock Exchange of India Limited ("NSE"). There is frequent trading of shares of the Company on NSE. In terms of Regulation 164 of the SEBI ICDR Regulations, 2018, where the shares are frequently traded, the price determined by the Issuer shall take into account valuation as prescribed under Regulation 164 of the SEBI ICDR Regulations, 2018.



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The Company has obtained a valuation certificate dated October 11, 2023 from 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 ('RV' or 'Independent Valuer') and same has been updated on the website of the Company and Website link is. The present issue price of Rs. 209/- (Rupees Two Hundred and Nine Only) per Equity share and Convertible Warrant as per the valuation arrived as per the valuation certificate.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

- h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.**

Sr. No	Name of the Proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares
1	Kennis Ventures Private Limited*	Chandrashekhar Agrawal
2	Anil Raika Family Trust*	Anil Raika
3	Deepak Todi HUF*	Deepak Todi
4	Onnivation Ventures Private Limited*	Saket Agarwal Suresh Kumar Agarwal
5	Privylife Solutions LLP*	Vaishali Kothari Pinky Vikram Mehta Heena Ramesh Mehta Akshat Nitesh Jain
6	Vimura's Family Private Trust*	Vijaya Rajan Gayathri Ramamurthy

**Details of Ultimate Beneficial Owners*



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Shareholding Pattern before and after the preferential issue (as on September 30, 2023):

S. No.	Category	Pre Issue		Post Issue of Equity Shares		Post Issue after Conversion of Warrants	
		No. of Shares	(%) of Holding	No. of Share	(%) of holding	No. of Share	(%) of holding
(A)	Shareholding of Promoter and Promoter Group						
1	Indian						
(a)	Individuals/ Hindu Undivided Family	60,08,287	52.48	60,08,287	49.15	60,08,287	47.97
(c)	Bodies Corporate	0	0	0	0	0	0
(d)	Financial Institutions/ Banks	0	0	0	0	0	0
(e)	Any Others (Specify)	0	0	0	0	0	0
	Sub Total(A)(1)	60,08,287	52.48	60,08,287	49.15	60,08,287	47.97
2	Foreign						
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0	0	0
B	Bodies Corporate	0	0	0	0	0	0
C	Institutions	0	0	0	0	0	0
D	Any Other (specify)	0	0	0	0	0	0
	Sub Total(A)(2)	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	60,08,287	52.48	60,08,287	49.15	60,08,287	49.15



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S. No.	Category	Pre Issue		Post Issue of Equity Shares		Post Issue after Conversion of Warrants	
		No. of Shares	(%) of Holding	No. of Share	(%) of holding	No. of Share	(%) of holding
(B)	Public shareholding						
1	Institutions						
(a)	Mutual Funds/ UTI	0	0	0	0	0	0
(b)	Any Other (specify)	0	0	0	0	0	0
	Alternate Investment Funds	4,89,557	4.28	4,89,557	4.00	4,89,557	3.91
	Sub-Total (B)(1)	4,89,557	4.28	4,89,557	4.00	4,89,557	3.91
2	Non-institutions						
(a)	Bodies Corporate	97,170	0.85	1,22,170	1.00	1,47,170	1.18
(b)	Non Resident Indians (NRIs)	66,113	0.58	66,113	0.54	66,113	0.53
(c)	Foreign Companies	19,55,413	17.08	19,55,413	16.00	19,55,413	15.61
(d)	Individuals	26,26,432	22.94	32,64,432	26.71	34,89,432	27.86
(e)	Any other (specify)						
	Hindu Undivided Family (HUF)	1,20,417	1.05	1,32,417	1.08	1,32,417	1.06
	Limited Liability Partnership (LLP)	85,611	0.75	1,05,611	0.86	1,05,611	0.84
	TRUST	0	0.00	80,000	0.65	1,30,000	1.04
	Sub-Total (B)(2)	49,51,156	43.25	57,26,156	46.84	60,26,156	48.12
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	54,40,713	47.52	62,15,713	50.85	65,15,713	52.03
	TOTAL (A)+(B)	1,14,49,000	100.00	1,22,24,000	100.00	1,25,24,000	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued						

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1	Promoter and Promoter Group	0	0	0	0	0	0
2	Public	0	0	0	0	0	0
	Sub-Total (C)	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	1,14,49,000	100.00	1,22,24,000	100.00	1,25,24,000	100.00

- i) **Lock-in Period:** The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

j) **Undertakings:**

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
 - The Company is eligible to make the Preferential Issue under Chapter V of SEBI ICDR Regulations.
 - Since the Equity Shares of the Company have been listed on the NSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.
 - The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
 - None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- k) **Certificate of Practicing Company Secretary:** The certificate from, M/s. Nishant Bajaj & Associates, Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be made available for inspection by the Members through electronic mode, on all working days during business hours from Tuesday, October 17, 2023 to Tuesday, November 7, 2023.



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I) The percentage (%) of Post Preferential Issue Capital that may be held by the Proposed allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the **Proposed** allottees as mentioned in table below and there shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sr. No	Name of the Proposed Allottees	Current Status / Category	Proposed Status	Pre-Preferential Allotment		Post Preferential Allotment (Post Issue of Equity Share)		Post Preferential Allotment (Post Issue of Equity Shares and Assumed Full Conversion of Warrants into Equity Shares)	
				Holding	%	Holding	%	Holding	%
1	Anita Jaideep Sampat	Non-Promoter	Non-Promoter	61,526	0.54	2,61,526	2.14	2,61,526	2.09
2	Hemant Gadodia	Non-Promoter	Non-Promoter	27,500	0.24	27,500	0.22	1,27,500	1.02
3	Anil Raika Family Trust	Non-Promoter	Non-Promoter	0	0.00	65,000	0.53	95,000	0.76
4	Sabyasachi Mukherjee	Non-Promoter	Non-Promoter	0	0.00	60,000	0.49	60,000	0.48
5	Shubham Agarwal	Non-Promoter	Non-Promoter	0	0.00	50,000	0.41	50,000	0.40
6	Mehul Parekh	Non-Promoter	Non-Promoter	0	0.00	50,000	0.41	50,000	0.40
7	Supath Mahajan	Non-Promoter	Non-Promoter	0	0.00	50,000	0.41	50,000	0.40
8	Sourav Bhutra	Non-Promoter	Non-Promoter	0	0.00	25,000	0.20	50,000	0.40
9	Pravin Shankarlal Jain	Non-Promoter	Non-Promoter	0	0.00	0	0.00	37,500	0.30
10	Rekha Pravin Jain	Non-Promoter	Non-Promoter	0	0.00	0	0.00	37,500	0.30



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Sr. No	Name of the Proposed Allottees	Current Status / Category	Proposed Status	Pre-Preferential Allotment		Post Preferential Allotment (Post Issue of Equity Share)		Post Preferential Allotment (Post Issue of Equity Shares and Assumed Full Conversion of Warrants into Equity Shares)	
				Holding	%	Holding	%	Holding	%
11	Mona Bajaj	Non-Promoter	Non-Promoter	0	0.00	25,000	0.20	35,000	0.28
12	Ankita Sonkhiya	Non-Promoter	Non-Promoter	0	0.00	25,000	0.20	35,000	0.28
13	Vimura's Family Private Trust	Non-Promoter	Non-Promoter	0	0.00	15,000	0.12	35,000	0.28
14	Kennis Ventures Private Limited	Non-Promoter	Non-Promoter	0	0.00	0	0.00	25,000	0.20
15	Onnivation Ventures Private Limited	Non-Promoter	Non-Promoter	0	0.00	25,000	0.20	25,000	0.20
16	Sheetal Hitesh Bhansali	Non-Promoter	Non-Promoter	0	0.00	25,000	0.20	25,000	0.20
17	Rohan Jain	Non-Promoter	Non-Promoter	0	0.00	20,000	0.16	20,000	0.16
18	Privylife Solutions LLP	Non-Promoter	Non-Promoter	0	0.00	20,000	0.16	20,000	0.16
19	Ayush Tandon	Non-Promoter	Non-Promoter	0	0.00	10,000	0.08	15,000	0.12
20	Dimple Pushpak Shah	Non-Promoter	Non-Promoter	0	0.00	12,500	0.10	12,500	0.10
21	Manish Mangilal Shah	Non-Promoter	Non-Promoter	0	0.00	12,500	0.10	12,500	0.10
22	Animesh Killa	Non-Promoter	Non-Promoter	0	0.00	12,000	0.10	12,000	0.10



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Sr. No	Name of the Proposed Allottees	Current Status / Category	Proposed Status	Pre-Preferential Allotment		Post Preferential Allotment (Post Issue of Equity Share)		Post Preferential Allotment (Post Issue of Equity Shares and Assumed Full Conversion of Warrants into Equity Shares)	
				Holding	%	Holding	%	Holding	%
23	Deepak Todi HUF	Non-Promoter	Non-Promoter	0	0.00	12,000	0.10	12,000	0.10
24	Khushboo Agarwal	Non-Promoter	Non-Promoter	0	0.00	12,000	0.10	12,000	0.10
25	Indu Srinivasan Iyer	Non-Promoter	Non-Promoter	0	0.00	12,000	0.10	12,000	0.10
26	Anup Dhanuka	Non-Promoter	Non-Promoter	0	0.00	12,000	0.10	12,000	0.10
27	Anita Singh	Non-Promoter	Non-Promoter	0	0.00	10,000	0.08	10,000	0.08
28	Sakshi Rajesh jain	Non-Promoter	Non-Promoter	0	0.00	10,000	0.08	10,000	0.08
29	Sunny Jain	Non-Promoter	Non-Promoter	0	0.00	5,000	0.04	5,000	0.04

m) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

n) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

o) Principal terms of assets charged as securities:

Not Applicable.



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p) Other disclosures:

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 2 and Item No. 3 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By order of the Board of Directors
For RAJSHEE POLYPACK LIMITED**

Sd/-

**Mitali Rajendra Shah
Company Secretary & Compliance Officer**

Place: Thane

Date: October 11, 2023

Regd. Office:

Lodha Supremus Unit No 503-504
5th Flr Road No. 22, Kishan Nagar,
Nr New Passport Office,
Wagle Estate, Thane - 400604

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(Management and Administration) Rules, 2014]**

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID*	DP ID*
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
Name :	E-mail Id:	
Address:		
Signature , or failing him		
Name :	E-mail Id:	
Address:		
Signature , or failing him		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/2023-2024 Extra Ordinary Meeting of the Company, to be held on Wednesday, November 8, 2023 at 04.00 P.M. at Hotel Satkar Grande Wi Fi Park, Opp Aplab Company, Near Mulund Check Naka, Wagle Estate, Thane (W) 400604 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	Vote	
		For	Against
SPECIAL BUSINESS			
1.	Increase in the Authorized Share Capital and consequent alteration of Memorandum of Association. – Ordinary Resolution		
2.	Approval for issuance of 7,75,000 Equity Shares on Preferential allotment basis- Special Resolution		
3.	Approval for issuance of 3,00,000 Convertible Warrants on preferential allotment basis- Special Resolution		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Signature of Shareholder Signature of Proxy holder

Signature of the shareholder across

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the Company

**Affix
Revenue
Stamps**



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ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the 1st Extra Ordinary General Meeting for FY 2023-2024 of the members of **RAJSHREE POLYPACK LIMITED** to be held on Wednesday, November 8, 2023 at 04.00 P.M. at Hotel Satkar Grande Wi Fi Park, Opp Aplab Company, Near Mulund Check Naka, Wagle Estate, Thane (W) 400604.

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		FOLIO NO.	

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

✂-----✂-----✂-----✂-----✂-----✂-----✂

EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note: E-voting period: November 5, 2023 at 9.00 a.m. IST and ends on November 7, 2023 at 05.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, please contact at evoting@nsdl.co.in

(Member's /Proxy's Signature)



RAJSHREE POLYPACK LIMITED

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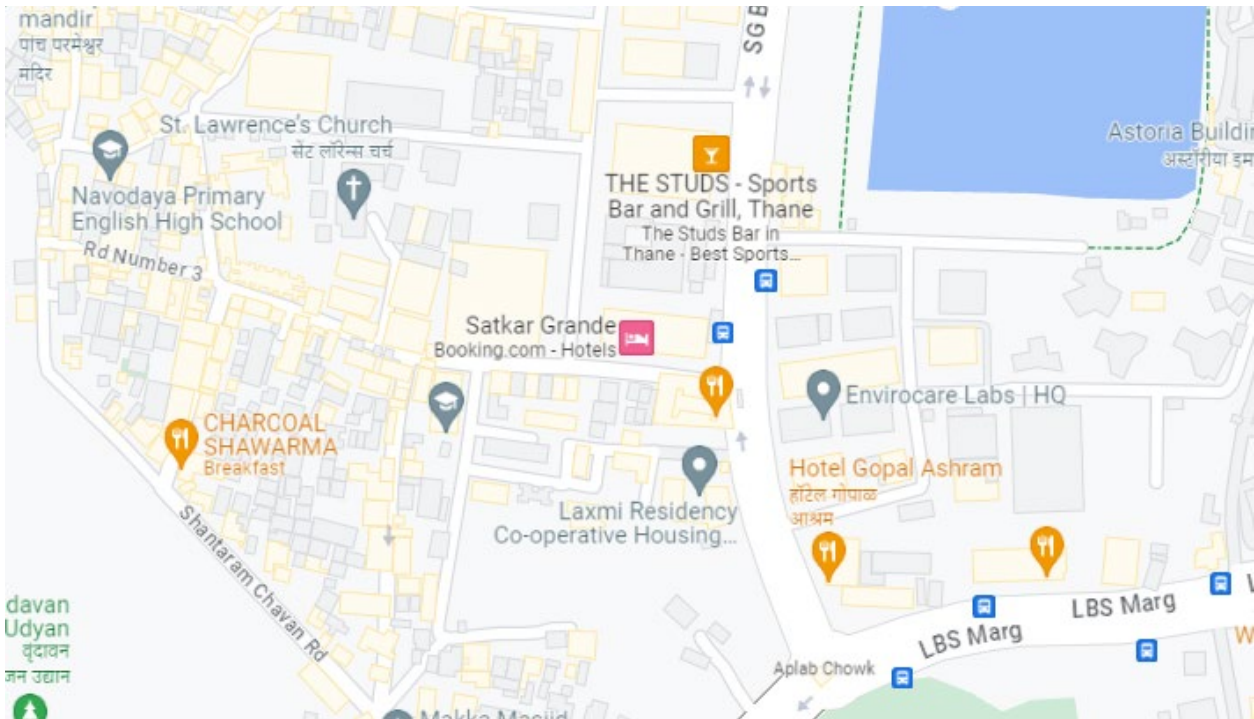
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Web: www.rajshreepolypack.com , **Email Id:** cossec@rajshreepolypack.com

MAP OF THE VENUE

**HOTEL SATKAR GRANDE WI FI PARK, OPP APLAB COMPANY, NEAR MULUND CHECK
NAKA, WAGLE ESTATE, THANE (W) - 400604**





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

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BY POST

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