

Date:- September 2, 2025

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

Symbol: RPPL | Series: EQ

Dear Sir/Madam,

Sub: Notice of 14th Annual General Meeting of the Company

This is further to our letter dated August 23, 2025 wherein the Company had informed that the Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, September 26, 2025 at 11:00A.M. through Video Conference / Other Audio-Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

We are submitting herewith the Notice of AGM for the financial year 2024-25, which is also being sent through electronic mode to the Members.

The same is available on the Company's website at www.rajshreepolypack.com

Thanking you

Yours faithfully,

For Rajshree Polypack Limited



Mahipal Singh Chouhan
Company Secretary & Compliance Officer
M. No.: A41460
Place: Thane

Encl:a/a

RAJSHREE POLYPACK LIMITED

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth (14th) Annual General Meeting ("Meeting" or "AGM") of **RAJSHREE POLYPACK LIMITED ("Company")** will be held on **Friday, September 26, 2025 at 11.00 am IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Unit No. 503-504, 5th floor, Lodha Supremus, Road no. 22, Kishan Nagar, near New Passport Office, Wagle Estate, Thane (W) – 400604.

ORDINARY BUSINESS:

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

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors' thereon.

Item No. 2- Appointment of Director in place of Mr. Anand Sajjankumar Rungta (DIN: 02191149) who retires by rotation and being eligible, offers himself for re-appointment

To appoint a director in place of Mr. Anand Sajjankumar Rungta (DIN: 02191149) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3- Consider and Approve the Appointment and Remuneration of M/s. Nishant Bajaj & Associates as the Secretarial Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 179(3) and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (**'Board'**), **M/s Nishant Bajaj & Associates**, Practicing Company Secretaries (Membership No: F12990, C.P No. 21538) be and are hereby appointed as the Secretarial Auditor of the Company, to carry out Secretarial Audit for consecutive 5 years, i.e. from the FY. 2025-26 to FY. 2029-30, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT to give effect to above resolution, Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director and/or Mr. Sunil Sawarmal Sharma, Chief Financial Officer jointly and/or severally be and is hereby authorised to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Secretarial Auditors, during the tenure of the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors and/or Chief Financial officer and/or the Company Secretary, be and are hereby severally authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

Item No. 4- Ratification of Remuneration to Cost Auditor for financial year ending 31 March 2026:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to **M/s. V.J. Talati & Co, Cost Accountants**, Mumbai (Firm Registration No. R00213), appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, amounting to ₹ 60,000/- (Rupees Sixty Thousand only) plus applicable taxes, and reimbursement of out of pocket expenses, travelling and other expenses incurred in performance of their duties, be and is hereby ratified and confirmed.

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

Item No. 5- Grant of approval for payment of Professional fees to Mr. Praveen Bhatia (DIN: 00147498), Independent Director, for providing professional services for financial year 2025-26:

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

"RESOLVED THAT pursuant to the provisions of Articles of Association of the Company, Section 197, 198 and any other applicable provisions of the Companies Act, 2013 (**"Act"**) read with Schedule V and rules made thereunder, Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"SEBI Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (**"Board"**), consent of the Members be and is hereby accorded for payment of professional fees amounting to ₹ 1,00,000/- (Rupees One Lakh only) per month to Mr. Praveen Bhatia (DIN:00147498), Independent Director of the Company for professional services to be rendered by him to the Company, over and above the remuneration and the sitting fees to which he is entitled as an Independent Director, for the financial year 2025-26.

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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Item No. 6:- 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 from Rs. 94.39 lakhs per annum to 102.39 lakhs per annum with effect from April 1, 2025 for the remaining period of his tenure to Mr. Ramswaroop Radheshyam Thard (DIN:02835505), Chairman & Managing Director of the Company.

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 aforesaid remuneration 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 or Mr. Mahipal Singh Chouhan, Company Secretary & Compliance Officer, be and are hereby severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution."

Item no 7: 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 from Rs. 74.52 lakhs per annum to 82.52 lakhs per annum with effect from April 1, 2025 for the remaining period of his tenure to Mr. Naresh Radheshyam Thard (DIN: 03581790), Joint Managing Director of the Company.

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 aforesaid remuneration 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 Mr. Mahipal Singh Chouhan, 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 and Mr. Mahipal Singh Chouhan, Company Secretary & Compliance Officer, be and are hereby severally authorized to issue certified true copies of the aforesaid resolution to anyone concerned and file necessary e-forms with the Registrar of Companies for the purpose of giving effect to aforesaid resolution."

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

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

"RESOLVED THAT pursuant to Sections 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (**"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 increasing the remuneration to be paid to Mr. Anand Sajjankumar Rungta, (DIN:02191149), Whole-time Director (**"WTD"**) of the Company from Rs. 30 lakhs per annum (Rupees Thirty Lakhs) to 38 lakhs per annum w.e.f April 1, 2025, during the currency of his tenure as WTD of the Company i.e., till June 23, 2027.

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

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

RESOLVED FURTHER THAT any of the directors of the Company including any of its duly constituted and authorised committee(s) thereof or the CFO or the Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the directors of the Company including any of its duly constituted and authorised committee(s) thereof or the CFO or the Company Secretary of the Company be and are hereby 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."

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Item no 9: Approval the Appropriate Adjustment for the Options Grants Under Rajshree Polypack Limited- Employee Stock Option Plan 2022:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021, as amended, and in accordance with the resolution passed by the members of the company on August 4, 2022 pursuant to the recommendation of Nomination and Remuneration Committee (**"NRC"**), and the approval of Board of Directors of the Company at their respective meetings held on August 12, 2025 and further approval obtained on August 13, 2025, the consent of the shareholders of the company be and is hereby granted to make the fair and reasonable adjustment to the Stock Options granted on February 06, 2023 and October 31, 2023 under the Rajshree Polypack Limited - Employee Stock Option Plan 2022 (**"RPPL ESOP 2022"**), administered by the Company in compliance with the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 (as amended), to appropriately reflect the effect of the bonus issue of equity shares approved by the members of the Company on February 16, 2024.

RESOLVED FURTHER THAT such adjustments shall apply to the Stock Options dated February 06, 2023 and October 31, 2023 that are granted, unvested, vested but not exercised, exercised, or lapsed/cancelled, ensuring that the exercise price and the number of outstanding Stock Options are appropriately / proportionately adjusted to reflect the bonus in the proportion of 2 (Two) equity share for every 1 (One) exercised option by the eligible employees of the Company to ensuring that the rights of the Employees are not adversely affected as per the scheme and the details are annexed herewith the explanatory statements.

RESOLVED FURTHER THAT such adjustments shall be made in a fair and reasonable manner, in compliance with the SEBI Regulations, so that the total value of the benefit to the option holders remains the same post the bonus issue.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company shall rank pari-passu in all respects with then existing Equity Shares of the Company.

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

Item no 10: Consider and approve the Material Related Party Transaction(s) with Olive Ecopak Private Limited

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

"RESOLVED THAT pursuant to the provisions of regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**"SEBI Listing Regulations"**), Section 188 and other applicable provisions of the Companies Act, 2013 (**"Act"**) read with Rules made thereunder, other applicable laws/ statutory

provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consents, sanctions and permissions as may be necessary from time to time and basis the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to the Company to enter / continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Olive Ecopak Private Limited, a 'Related Party' of the Company under section 2(76) of the Act and regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of 'Related Party Transactions' of purchase, sale, job work, or any other similar contract / arrangement of providing / availing goods or services, selling or otherwise disposing of, or buying, leasing of property of any kind, reimbursement of expenses, transfer of any resources, services or obligations and providing unsecured loans or security or give guarantee or to make investments (including conversion of existing loans into any other nature of securities) or any combination thereof, on such terms and conditions as detailed in the explanatory statement to this notice and as may be mutually agreed between the Company and Olive Ecopak Private Limited, provided that the value of such transactions shall not exceed the limits specified in the explanatory statement, whether undertaken as individual transactions or as a series of transactions, for a period of up to one year from the date of this resolution.

RESOLVED FURTHER THAT the Board of Directors (Including any committee thereof) or Chief Financial Officer or any other officials of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of this resolution may be submitted to anyone concerned under signatures of any of the Directors and Company Secretary of the Company."

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

Sd/-

(Mahipal Singh Chouhan)

**Company Secretary & Compliance
Officer**

**Date: August 13, 2025
Place: Thane**

Regd. Office:

Lodha Supremus, Unit No. 503-504, 5th Floor,
Road No. 22, Kishan Nagar,
Near New Passport Office,
Wagle Estate, Thane (West) 400 604.
Tel No.: +91-22 25818200,
Fax: +91-22 25818250
CIN: L25209MH2011PLC223089
Website: www.rajshreepolypack.com
E-mail id: info@rajshreepolypack.com

RAJSHREE POLYPACK LIMITED

NOTES FOR MEMBERS' ATTENTION

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 3 to 10 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an **Annexure** to this Notice.

In compliance with the provisions of the Act, SEBI Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 14th Annual General Meeting of the Company is being held through VC/ OAVM on **Friday, September 26, 2025 at 11.00 am (IST)**. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at Lodha Supremus Unit No 503-504, 5th Floor, Road No. 22, Kishan Nagar, Near New Passport office, Wagle Estate Thane West-400604.

2. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, ('MCA Circulars') has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue upto 30 September 2025. In accordance with the said MCA Circulars and applicable provisions of the Act, and the SEBI Listing Regulations, the 14th AGM of the Company shall be conducted through VC/OAVM, without the physical presence of the Members at a common venue. National Securities Depositories Limited ("NSDL") will be providing facilities in respect of:

- (i) voting through remote e-voting;
- (ii) participation in the AGM through VC/OAVM facility;
- (iii) e- voting during the AGM.

The procedure for participating in the meeting through VC / OAVM is explained in note no. 23 below and is also available on the website of the Company at www.rajshreepolypack.com.

3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS, AND REGULATION 44 OF SEBI LISTING REGULATION 2015 THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

4. Corporates/Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM and to vote through remote e-voting are requested to send a certified copy of the Board Resolution authorizing its representatives to attend and vote at the AGM, to the Scrutinizer by e-mail at nishant.bajaj@korianaderadvisors.com with a copy marked to evoting@nsdl.com and cosec@rajshreepolypack.com. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
6. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred, transmitted or transposed only in dematerialized form. Further, SEBI, vide its Master Circular dated 7 May 2024, has clarified that listed companies, with immediate effect, shall issue the securities only in dematerialised mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents - M/s. MUFG Intime India Private Limited for assistance in this regard.
7. In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for FY 2024-25 are being sent by electronic mode to Members whose email id is registered with the Company or the Depository Participants ("DPs"). Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the Circulars issued by MCA and SEBI, the Annual Report including Notice of the 14th AGM of the Company will also be available on the website of the Company at www.rajshreepolypack.com. The same can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to

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Members whose e-mail ids are not registered with Company/ RTA/DP providing the weblink of Company's website from where the Integrated Annual Report for financial year 2024-25 can be accessed.

8. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
9. The Register of Members of the Company shall remain closed from Saturday, September 20, 2025 to Friday, September 26 2025 (both days inclusive).
10. Members may please note that SEBI vide its Circular No. SEBI/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company's RTA, MUFG Intime India Private Limited at <https://in.mpms.mufig.com/> It may be noted that any service request received by member can be processed by RTA/the Company only after the folio is KYC Compliant.

Member holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat / electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares / issuance of equity shares in physical form have been disallowed by SEBI.

11. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend, and debenture interest amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on

www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules. Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/ unpaid dividends at the following address: M/s. MUFG Intime India Private Limited, C-101, Embassy 247, LBS.Marg, Vikhroli (West), MUMBAI – 400083.

12. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
13. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR- 1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
15. Members are requested to send all their documents and communications pertaining to shares to **MUFG Intime India Pvt Ltd**, Registrar and Share Transfer Agent ("RTA") of the Company at their office situated at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022 - 4918 6000, mt.helpdesk@in.mpms.mufig.com, for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit – Rajshree Polypack Limited".
16. As per the provisions of Section 72 of the Act, facility for making nomination is available to individuals holding shares of the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website under the weblink at <https://rajshreepolypack.com/investors/#1661415496178-073fbce1-3d5b>.
Members holding shares in demat mode should file their nomination with their DPs for availing this facility.
17. Members, who wish to inspect the documents, as mentioned in this AGM Notice or as required under law, may write to the Company at cosec@rajshreepolypack.com and the Company shall endeavor to provide inspection of documents

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by such Member.

18. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
19. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.
20. The Members who are present during the AGM through VC/OAVM and have not cast their votes through remote e-voting, would be allowed to cast their vote during the AGM through e-voting.
21. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be forwarded to National Stock Exchange of India Limited, where the shares of the Company are listed. The results along with the Scrutinizer's Report shall also be placed on the website of NSDL, and will also be displayed on the Company's website at www.rajshreepolypack.com.
Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 19, 2025 through e-mail on cossec@rajshreepolypack.com. The same will be replied by the Company suitably.
22. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre- register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at cossec@rajshreepolypack.com between September 19, 2025 (9.00 a.m. IST) and September 23, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id cossec@rajshreepolypack.com will be allowed to express their views/ask questions during the AGM. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of

speakers, as appropriate, for smooth conduct of the AGM.

23. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM

- I. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-Voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- II. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- III. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- IV. The attendance of Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- V. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
24. The instructions and other information relating to voting through electronic means is given hereunder:

VOTING THROUGH ELECTRONIC MEANS

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- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting. The Company has engaged the services of National Securities Depository Limited ("NSDL"), who will provide the e-voting facility to a Member using remote e-voting system (e-voting from a place other than venue of the AGM) ("**Remote e-voting**") as well as e-voting during the proceeding of the AGM (e-voting at the AGM).
- II. Members who have cast their vote by remote e-voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- III. The remote e-Voting period commences on Tuesday, September 23, 2025 at 09.00 AM and ends on Thursday, September 25, 2025 at 05.00 PM. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Friday, September 19, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- IV. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1 For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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 4. 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 or joining virtual meeting & voting during the meeting.

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	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve their User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members 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.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF /JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nishant.bajaj@korianadvisors.com with a copy marked to evoting@nsdl.co.in. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority

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Letter" displayed under "e-Voting" tab in their login.

- 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.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members 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 Mr. Anubhav Saxena at evoting@nsdl.co.in

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

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

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

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

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

- Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to cosec@rajshreepolypack.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number.

Only those Members who have registered themselves as speaker by 5.00 p.m. on Tuesday, September 23, 2025 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.

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

- The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date TFriday, September 19, 2025 ("Cut-off Date").
- Mr. Nishant Bajaj of M/s. Nishant Bajaj & Associates (ACS 28341; COP 21538), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the entire e-Voting process in a fair and transparent manner.
- The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after completion of the scrutiny of e-voting (votes cast during the AGM and votes cast through remote e-voting). The results declared along with the Scrutinizer's report shall be communicated to NSE and NSDL. The said report will also be displayed on the Company's website at www.rajshreepolypack.com, within two (2) working days of conclusion of the AGM.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by Members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to cosec@rajshreepolypack.com.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS, 2015')

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 to 10 of the accompanying Notice.

Item No. 3- Consider and Approve the Appointment and Remuneration of M/s. Nishant Bajaj & Associates as the Secretarial Auditor of the Company.

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions of the Companies Act, 2013, each as amended, the Company is required to appoint Secretarial Auditors for a period of 5 (five) years commencing FY2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations read with applicable SEBI Circulars.

The Board at its meeting held on May 26, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of **M/s. Nishant Bajaj & Associates**, Practising Company Secretaries, a peer reviewed firm (Membership No: F12990, C.P No. 21538) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

M/s. Nishant Bajaj & Associates (NBA), Practicing Company Secretaries, was established by Mr. Nishant Bajaj and is based in Mumbai. NBA is an advisory firm, which offers a wide range of corporate services to domestic as well as international clients. NBA has vast experience in handling and advising on various company law and corporate law matters including incorporation of company, IPO, Rights Issue, Preferential Issues of securities, Board, Committees and shareholders meetings, mergers, amalgamations and restructuring of companies, certification & filing of various forms, returns and other documents with MCA, ROC, SEBI & Stock Exchanges. Renowned for its commitment to quality and precision, the NBA has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

M/s. Nishant Bajaj & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Nishant Bajaj & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be 1,70,000/- (Rupees One Lakh Seventy Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026,

and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and Nishant Bajaj & Associates. In addition to the secretarial audit, Nishant Bajaj & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. The Board of Directors recommends passing of the resolution as set out at Item no. 3 of this Notice as an Ordinary Resolution.

Item No. 4

Ratification of Remuneration of Cost Auditors for Financial Year ending 31 March 2026:

The Board of Directors ("Board"), based on the recommendation of the Audit Committee, at their respective meeting held on 26th May 2025, has approved the re-appointment of **M/s. V.J. Talati & Co, Cost Accountants**, Mumbai (Firm Registration No. R00213), as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, travelling and other expenses incurred by them for the purpose of audit for the financial year 2025-26. A Certificate issued by the above firm regarding their eligibility for re-appointment as Cost Auditors will be available for inspection by the members as stated in point 17 of the Notice given above.

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

In accordance with the provisions of Section 148(3) of the Act read with Rule 3, 4 and 5 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at **Item No. 4** of the Notice.

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

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5

Grant of approval for payment of Professional fees to Mr. Praveen Bhatia (DIN: 00147498), Independent Director for providing professional services for financial year 2025-26:

RAJSHREE POLYPACK LIMITED

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

Mr. Praveen Bhatia has a rich experience of 32 years in the packaging industry. He is a Techno Commercial expert with a unique combination of skill sets. Being a qualified Chartered Accountant and having good insights as regards the packaging industry, he has helped many entrepreneurs in setting up projects in the packaging segment.

Given his experience, and based on the recommendation of the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors in their respective meeting held on May 23, 2025 and May 26, 2025, respectively, approved payment of professional fees to Mr. Praveen Bhatia, Independent Director for providing professional services for financial year 2025-26, subject to the approval of the Members.

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

Except for Mr. Praveen Bhatia and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6:- Increase in remuneration of Mr. Ramswaroop Radheshyam Thard (DIN: 02835505), Chairman & Managing Director of the Company

Mr. Ramswaroop Radheshyam Thard (DIN: 02835505) 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

passed by members of the company through postal ballot on August 4, 2022 wherein it increased the remuneration 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 for a period of 3 (three) years i.e. till March 31, 2025.

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 August 12, 2025 and August 13, 2025 decided to revise the remuneration of Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director from Rs. 94.39 lakhs per annum (Rupees Ninety-Four Lakhs Thirty-Nine Thousand Only) to Rs. 102.39 lakhs per annum (Rupees One Crore Two Lacs Thirty-Nine Thousand Only) w.e.f. April 1, 2025, pursuant to Section 196, 197, 198 and 203 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:

1. General Information:

Nature of Industry	:	The Company is one of the leaders in manufacturing of rigid plastic sheets and thermoformed packaging products. The Company manufactures customized thermoformed packaging products, as per the client's requirements.			
Date or expected date of Commencement of Commercial Production	:	The Company was 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, 2025, the aggregate foreign shareholding in the Company are as follows			
		Sr. No	Particulars	Nos of shares	% of shareholding
		1.	Foreign Company	53,06,194	7.15
		2.	Non Resident Indians (Non Repat)	3,33,820	0.45
		3.	Non Resident Indians (Repat)	4,08,074	0.55
Financial performance based on given indicators	:	Financial performance of the Company for the last 3 (three) years are as under:			

RAJSHREE POLYPACK LIMITED

(Amount in Rs. Lakhs)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Operational and Other Income	33,469.67	27,794.54	25,446.64
Profit/(Loss) before Tax	1,941.33	1,278.49	1,455.91
Add/ Less: Net Current Tax	429.90	304.26	289.27
Add/Less: Deferred Tax Liability/(Assets) (net)	71.57	24.26	78.77
Profit/(Loss) after Taxation	1,439.86	949.97	1,087.87
Other Comprehensive Income (OCI)	6.02	(30.52)	7.22
Total Comprehensive Income	1,445.88	919.45	1,095.09

2. Information about the appointee:

1.	Background details	:	Mr. Ramswaroop Radheshyam Thard is the Promoter, Chairman & Managing Director of our Company. He has been Managing Director of our Company since incorporation. He holds a Bachelor's degree of Engineering from the University of Pune.
2.	Recognition or awards	:	Nil
3.	Past Remuneration	:	Rs.94.39 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.102.39 lakhs per annum w.e.f. April 1, 2025 for remaining of his tenure as CMD of the Company i.e., October 14, 2026.
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 1,18,34,048 shares (15.94% 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.

3. Other Information:

A. Reasons of loss or inadequate profits: The Company earned net profits of Rs. 1,439.86 lakhs during the Financial Year 2024-25. 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 2024-25 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. The Members desirous to inspect the same may send request from their registered email address to the Company at cosec@rajshreepolypack.com.

RAJSHREE POLYPACK LIMITED

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. 6 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 7: Increase in Remuneration of Mr. Naresh Radheshyam Thard (DIN: 03581790), Joint Managing Director of the Company:

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 passed by members of the company through postal ballot on August 4, 2022 wherein it increased the remuneration from Rs. 62.10 lakhs per annum (Rupees Sixty-Two Lakhs Ten Thousand Only) to Rs. 74.52 lakhs per annum (Rupees Seventy-Four Lakhs Fifty Two Thousand Only) w.e.f April 1, 2022 for a period of 3 (three) years i.e. till March 31, 2025.

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 August 12, 2025 and August 13, 2025 decided to revise the remuneration of Mr. Naresh Radheshyam Thard- JMD from Rs. 74.52 lakhs per annum (Rupees Seventy-Four Lakhs Fifty Two Thousand Only) to 82.52 lakhs per annum (Rupees Eighty Two Lakhs Fifty Two Thousand Only) w.e.f April 1, 2025, 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:

1. General Information:

Nature of Industry	:	The Company is one of the leaders in manufacturing of rigid plastic sheets and thermoformed packaging products. The Company manufactures customized thermoformed packaging products as per the client’s requirements.			
Date or expected date of Commencement of Commercial Production	:	The Company was 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, 2025, the aggregate foreign shareholding in the Company are as follows			
		Sr. No	Particulars	Nos of shares	% of shareholding
		1.	Foreign Company	53,06,194	7.15
		2.	Non Resident Indians (Non Repat)	3,33,820	0.45
		3.	Non Resident Indians (Repat)	4,08,074	0.55
Financial performance based on given indicators	:	Financial performance of the Company for the last 3 (three) years are as under:			

RAJSHREE POLYPACK LIMITED

(Amount in Rs. Lakhs)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Operational and Other Income	33,469.67	27,794.54	25,446.64
Profit/(Loss) before Tax	1,941.33	1,278.49	1,455.91
Add/ Less: Net Current Tax	429.90	304.26	289.27
Add/Less: Deferred Tax Liability/(Assets) (net)	71.57	24.26	78.77
Profit/(Loss) after Taxation	1,439.86	949.97	1,087.87
Other Comprehensive Income (OCI)	6.02	(30.52)	7.22
Total Comprehensive Income	1,445.88	919.45	1,095.09

2. 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 23 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. 74.52 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. 82.52 lakhs per annum w.e.f. April 1, 2025 or remaining of his tenure as JMD of the Company i.e., January 31, 2027.
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 95,66,404 shares (12.89% 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.

3. Other Information:

- A. Reasons of loss or inadequate profits:** The Company earned net profits of Rs. 1,439.86 lakhs during the Financial Year 2024-25. 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 2024-25 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. Naresh Radheshyam Thard, Joint Managing Director of the Company, is available for inspection by members. The Members desirous to inspect the same may send request from their registered email address to the Company at 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.7 for the approval of members of the Company by way of a **Special Resolution**.

RAJSHREE POLYPACK LIMITED

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

Mr. Anand Sajjankumar Rungta was re-appointed as the Whole-time Director ("WTD") of the Company in the Board of Directors ("Board") meeting held on January 17, 2024 and resolution passed by members of the company through postal ballot on February 16, 2024 for a period of 3 (three) years commencing from June 24, 2024 or till the time Mr. Anand Sajjankumar Rungta is in with employment of the Company, whichever is earlier and that there would be no change in his remuneration i.e., he will be entitled to receive remuneration as approved by the members of the Company in the 12th annual general meeting of the Company held on August 31, 2023. The Company passed a special resolution in its 12th Annual General Meeting of the Company held on August 31, 2023 to increase the remuneration of from Rs. 18 lakhs per annum (Rupees Eighteen Lakhs) to Rs. 30 lakhs per annum (Rupees Thirty Lakhs) w.e.f April 1, 2023 till June 23, 2024. The Nomination and remuneration committee and Board of Directors of the Company in its meeting held on May 24, 2024 and May 28, 2024 respectively approved the resolution to maintain the consistency in the remuneration payable to Mr. Anand Sajjankumar Rungta, whole-time director of the company for remaining of his tenure.

Considering substantial growth in the business and profits of the Company as well as his leadership/contribution in leading the Trade business and his association in the day to day affairs of the Company, and in achieving the targets as set by the Company in relation to the same, the Nomination & Remuneration Committee and the Board in their respective meetings held on August 12, 2025 and August 13, 2025 approved the increase in his remuneration from Rs. 30.00 lakhs per annum (Rupees Thirty Lakhs Only) to Rs. 38 lakhs per annum (Rupees Thirty Eight Lakhs Only) w.e.f. April 1, 2025 till the currency of his tenure as WTD of the Company i.e., June 23, 2027, pursuant to Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 ("Act") and rules applicable thereon and the SEBI Listing Regulations, subject to approval of the Members of the Company.

In terms of the provisions of Section 197 read with Schedule V of the Act (as amended from time to time), the Company is required to obtain approval of the members by way of special resolution for payment of remuneration to managerial personnel in case of no profit/ inadequacy of profit. Further, pursuant to SEBI Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds 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 stated as under:

1. General Information:

Nature of Industry	:	The Company is one of the leaders in manufacturing of rigid plastic sheets and thermoformed packaging products. The Company manufactures customized thermoformed packaging products, as per the customers' requirements.																			
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, 2025, 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>53,06,194</td><td>7.15</td></tr><tr><td>2.</td><td>Non Resident Indians (Non Repat)</td><td>3,33,820</td><td>0.45</td></tr><tr><td>3.</td><td>Non Resident Indians (Repat)</td><td>4,08,074</td><td>0.55</td></tr></table>	Sr. No	Particulars	Nos of shares	% of shareholding	1.	Foreign Company	53,06,194	7.15	2.	Non Resident Indians (Non Repat)	3,33,820	0.45	3.	Non Resident Indians (Repat)	4,08,074	0.55			
Sr. No	Particulars	Nos of shares	% of shareholding																		
1.	Foreign Company	53,06,194	7.15																		
2.	Non Resident Indians (Non Repat)	3,33,820	0.45																		
3.	Non Resident Indians (Repat)	4,08,074	0.55																		
Financial performance based on given indicators	:	Financial performance of the Company for the last 3 (three) years are as under:																			

RAJSHREE POLYPACK LIMITED

(Amount in Rs. Lakhs)

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
Operational and Other Income	33,469.67	27,794.54	25,446.64
Profit/(Loss) before Tax	1,941.33	1,278.49	1,455.91
Add/ Less: Net Current Tax	429.90	304.26	289.27
Add/Less: Deferred Tax Liability/(Assets) (net)	71.57	24.26	78.77
Profit/(Loss) after Taxation	1,439.86	949.97	1,087.87
Other Comprehensive Income (OCI)	6.02	(30.52)	7.22
Total Comprehensive Income	1,445.88	919.45	1,095.09

1. Information about the appointee:

1.	Background details	:	Mr. Anand Sajjankumar Rungta is the Whole-time Director and belongs to the Promoter group of our Company. Mr. Anand Sajjankumar Rungta has an experience of more than 10 years in various activities such as manufacturing, trading, import and export, commission agency of plastic items and other products.
2.	Recognition or awards	:	Nil
3.	Past Remuneration	:	Rs.30.00 lakhs per annum
4.	Job Profile and his Suitability	:	Considering his skill set and experience, it is proposed that Mr. Anand Sajjankumar Rungta shall be leading the general marketing business and be associated in the day to day affairs of the Company.
5.	Remuneration proposed	:	Rs. 38 lakhs per annum w.e.f. April 1, 2025 till the currency of his tenure as WTD of the Company i.e., June 23, 2027.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	:	Compared to the remuneration profile of persons with the same / similar position with respect to this industry and size, Mr. Anand Sajjankumar Rungta is entitled to the proposed remuneration.
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Key managerial personnel or other Director, if any	:	Except being a part of the Promoter Group, holding 60,160 and 1,03,50,792 shares (i.e. 0.08% himself and 13.94% as Karta of Sajjan N Rungta HUF of the total shareholding of the Company) and receiving remuneration, he does not have any pecuniary relationship, directly or indirectly, with the Company or relationship with the Key Managerial Personnel or any other Director.

2. Other Information:

A. Reasons of loss or inadequate profits: The Company earned net profits of Rs. 1,439.86 lakhs during the Financial Year 2024-25. 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 2024-25 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 of its business operations. and in increasing its manpower to cater to the expansion's needs. Further, the Company has initiated various measures towards achieving organizational and operating efficiencies and strengthening core competencies such as technological improvement by modernization and consolidation of its units, which results to increase in capacity and 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, increasing 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 its financial performance. While it is difficult to give precise figures, the above initiatives are expected to improve further the productivity and profitability

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

Details of Mr. Anand Sajjankumar Rungta, WTD pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) SS-2 is provided under "Annexure 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. Anand Sajjankumar Rungta (and his relatives) are in any way, concerned or interested, financially or otherwise, in the proposed special resolution.

RAJSHREE POLYPACK LIMITED

Item no 9: Approval the Appropriate Adjustment for the Options Grants Under Rajshree Polypack Limited- Employee Stock Option Plan 2022:

The Members of the Company had approved the Rajshree Polypack Limited – Employee Stock Option Plan 2022 ("RPPL ESOP 2022") by way of a special resolution passed on August 04, 2022. Pursuant to the said plan, the Company had granted stock options to eligible employees on February 06, 2023, and October 31, 2023, in accordance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations").

Subsequently, the shareholders of the Company had approved a bonus issue of equity shares in the proportion of 2 (Two) equity shares for every 1 (One) existing equity share held, on February 16, 2024, with the record date of which was as Monday, February 26, 2024.

In view of this corporate action, the Company is required to make fair and reasonable adjustments to the outstanding stock options, including options granted, vested but not exercised, unvested, and lapsed/cancelled, so that the total value of the benefit to the employees remains unchanged post such bonus issue. These adjustments are in accordance with the provisions of the SEBI SBEB Regulations, the Companies Act, 2013, and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014.

The proposed adjustments would include:

- Proportionate adjustment in the number of stock options granted,
- Adjustment in the exercise price, if applicable,
- Ensuring that post-adjustment, the value of options remains neutral for the employee and does not dilute the benefit intended under the original grant.

Such adjustments would apply to all options granted under the RPPL ESOP 2022, including those:

- Granted on February 06, 2023, and October 31, 2023,
- That are vested but not exercised,
- That are yet to vest,
- That are exercised or lapsed/cancelled as per the scheme terms.

The Nomination and Remuneration Committee and the Board of Directors of the Company in its meeting held on August 12, 2025 and August 13, 2025 respectively have reviewed and approved the proposed adjustments and recommend the same to the shareholders for their approval as required under SEBI Regulations and the terms of the RPPL ESOP 2022.

A copy of the detailed terms of the adjustments and the proposed revised option details is available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the proposed resolution, except to the extent of the stock options granted to them, if any, under the RPPL ESOP 2022. The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Item no 10: Consider and approve the Material Related Party Transaction(s) with Olive Ecopak Private Limited

The definition of 'material related party transaction' was amended vide the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2015 ("SEBI Listing Regulations") effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a

related party is to be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. All material related party transactions require prior approval of the shareholders through an ordinary resolution and no related party is permitted to vote to approve such resolution, whether the entity is a related party to the particular transaction or not.

The annual consolidated turnover of the Company for FY 2024-25 was 329.74 Crores. Accordingly, any transaction(s) by the Company with any of its related party in excess of 32.97 Crores (10% of the Company's annual consolidated turnover) would be considered as a material related party transaction, thereby requiring prior approval of the members of the Company.

Moreover, the estimated value of the transaction(s) with Olive Ecopak Private Limited ("OEPL") relating to purchase, sale, job work or any other similar contract / arrangement of providing / availing goods or services, selling or otherwise disposing of, or buying, leasing of property of any kind, reimbursement of expenses, transfer of any resources, services or obligations and providing unsecured loans or security or give guarantee or to make investments (including conversion of existing loans into any other nature of securities), transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit for an amount during the financial year 2025-26 are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2(zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The proposed aforesaid transaction(s) between the Company and OEPL would fall under the purview of 'material related party transactions', as defined under the SEBI Listing Regulations, thereby mandating prior approval of the shareholders vide ordinary resolution.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the Resolution set out in the Notice as Item No. 10 for the approval of the shareholders as Ordinary Resolution.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 10.

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

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

Date :	August 13, 2025	By Order of the Board
Place :	Thane	Sd/-
Regd. Office :	Lodha Supremus Unit No 503-504 5th Flr Road No. 22, Kishan Nagar, Nr New Passport Office, Wagle Estate Thane 40604.	(Mahipal Singh Chouhan) Company Secretary & Compliance Officer

RAJSHREE POLYPACK LIMITED

ANNEXURE A

PROFILE OF DIRECTORS

(Details of Directors proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased) As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2, the particulars of Directors who are proposed to be appointed/ reappointed and/or whose remuneration is proposed to be increased at the 14th Annual General Meeting, are given below:

Name of Director	Mr. Ramswaroop Radheshyam Rungta	Mr. Naresh Radheshyam Rungta	Mr. Anand Sajjankumar Rungta
DIN	02835505	03581790	02191149
Designation	Chairman & Managing Director	Joint Managing Director	Whole-time Director
Date of Birth (Age)	April 1, 1974 (51 years)	October 10, 1975 (49 years)	December 3, 1979 (45 years)
Date of first appointment on the Board	October 15, 2011	October 15, 2011	February 10, 2021
Qualification	Bachelors Of Engineering	First Year B. Com	First year B. Com.
Brief profile, Experience and Nature of Expertise in specific functional areas	He has an experience of more than 23 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 23 years in the plastic packaging industry. He is cofounder 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.	He has an experience of more than 10 years in textile and transportation industry. He is presently a Partner in Orbit Industries and Bobson Industries which undertakes various activities such as manufacturing, trading, import and export, commission agency of plastic items and other products. Considering his skill set and experience, currently he is leading the general marketing business and be associated in the day-to-day affairs of the Company.
Directorships held in other listed companies (excluding foreign companies)	NA	NA	NA
Listed entities from which the person has resigned in the past three (3) years	NA	NA	NA
Names of listed entities in which the person holds memberships of Committees of the board	NA	NA	NA
Names of companies in which the person holds Chairmanship of Committees of other Board	NA	NA	NA

RAJSHREE POLYPACK LIMITED

Shareholding in the Company (as at March 31, 2025)	117,96,048 Equity Shares	95,66,404 Equity Shares	60,160 Equity Shares
Inter-se relationships between Directors	Brother of Mr. Naresh Radheshyam Thard, Joint Managing Director	Brother of Mr. Ramswaroop Radheshyam Thard, Chairman and Managing Director	Mr. Anand Sajjankumar Rungta is not related to any Director of the Company
Relationship with Key Managerial Personnel of the Company	Mr. Ramswaroop Radheshyam Thard is not related to any Key Managerial Personnel of the Company	Mr. Naresh Radheshyam Thard is not related to any Key Managerial Personnel of the Company	Mr. Anand Sajjankumar Rungta is not related to any Key Managerial Personnel of the Company
No. of Board Meetings attended during the financial year 2024 – 25	10/10	08/10	10/10
Details of remuneration sought to be paid (₹)	102.39 Lakhs Per Annum w.e.f. April 1, 2025 (subject to the approval of the Members)	82.52 Lakhs Per Annum w.e.f. April 1, 2025 (subject to the approval of the Members)	38.00 Lakhs Per Annum w.e.f. April 1, 2025 (subject to the approval of the Members)
Details of remuneration last drawn from the Company (₹)	94.39 Lakhs Per Annum	74.52 Lakhs Per Annum	30.00 Lakhs Per Annum
Terms and Conditions of appointment / re-appointment	Chairman and Managing Director, not liable to retire by rotation	Joint Managing Director, liable to retire by rotation	Whole-time Director, liable to retire by rotation

RAJSHREE POLYPACK LIMITED

Annexure B

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

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

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Olive Ecopak Private Limited ("OEPL") OEPL is Joint Venture of the Company and Mr. Ramswaroop Thard and Mr. Rajesh Murarka are common Directors.
Type, material terms and particulars of the proposed transaction	Purchase, sale, job work or any other similar contract / arrangement of providing / availing goods or services, selling or otherwise disposing of, or buying, leasing of property of any kind, reimbursement of expenses, transfer of any resources, services or obligations and giving unsecured loans or security or give guarantee or to make investments (including conversion of existing loans into any other nature of securities), transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit.
Tenure of the proposed transaction (particular tenure shall be specified)	For a period of one year
Value of the proposed transaction	Up to ₹ 75 Crores (Rupees Seventy Five Crores only)
% of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction;	22.75% of consolidated turnover of FY 2024-25
Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	
Details of the source of funds in connection with the proposed transaction	The financial assistance is provided/ would be provided from the Internal accruals / proceeds from capital expansion through permissible issues / loan from directors / companies in accordance with the provisions of Companies Act, 2013 and rules made thereunder.
Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments: Nature of Indebtedness - Cost of Funds - Tenure -	Not Applicable
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured working capital loan / inter corporate deposit, investment in debt securities, investment in securities where coupon rate is fixed / short term lending for the tenure and Interest rate as mutually agreed between the parties.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working capital requirements, Capital expenditure, Business expansion & product development and General corporate purposes (statutory dues, employee payments, etc.)
Justification as to why the RPT is in the interest of the listed entity	The Company is engaged in the business of manufacturing rigid plastic packaging products, whereas the Related Party entity is engaged in the business of sustainable paper-based packaging products. Though the nature of products is different, both are part of the packaging industry and cater to overlapping customer segments such as FMCG, food, beverages, and consumer goods.
A copy of the valuation or other external party report, if any such report has been relied upon	NA
Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.