

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Sixth Annual General Meeting of the Members of Rajshree Polypack Limited (Formerly known as Rajshree Polypack Private Limited) will be held on Monday, 18th September, 2017 at 11.00 a.m. at Lodha Supremus Unit No. 503-504, 5th Floor, Road No. 22, Kishan Nagar, Near New Passport Office, Wagle Estate, Thane (W) – 400604 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the Reports of the Board of Directors & Auditors thereon;
2. To declare Dividend on equity shares for the financial year ended 31st March, 2017;
3. To appoint a Director in place of Mr. Sajjankumar Rungta (**DIN: 02191131**), who retires by rotation and, being eligible, offers herself for re-appointment;
4. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of **M/s. S G C O & Co. LLP**, Chartered Accountants, Mumbai (Firm Registration No. 112081W/W100184), who were appointed as the Statutory Auditors at the Annual General Meeting (‘AGM’) of the Company held on 30th September, 2014 for a term of five years [i.e., till the conclusion of AGM to be held in FY 2019-20] as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this AGM till the conclusion of AGM to be held in the FY 2018-19 on such terms and remuneration as agreed upon between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

5. To Consider & Approve Borrowing Limits of the Company:

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

“RESOLVED THAT in suppression with all resolution passed by the Board of Directors of the company earlier & pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force the consent of the members of the Company be and hereby accorded to the Board of Directors of the Company to borrow from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100 Crores (Rupees One Hundred Crores) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business), exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

6. To Consider & Approve Limits for Creation of Charges on Assets of the Company:

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

“RESOLVED THAT in suppression with all resolution passed by the Board of Directors of the company earlier & pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force the consent of the members of the Company be and hereby accorded to the Board of Directors of the Company to create such charges, mortgages, hypothecations, lien or pledge etc. as may be necessary on such assets of the Company, both present and future, in such manner as the Board may

direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate provided that the total amount of borrowings shall not exceed the Rs. 100 Crores (Rupees One Hundred Crores) as approved by the members pursuant to Section 180(1)(c) of the Companies Act, 2013 together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Lending Agencies under their respective Agreements / Loan Agreements in respect of the said borrowings.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

7. To Consider & Approve Making of any investment / giving any loan or guarantee / providing security:

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

“**RESOLVED THAT** pursuant to provisions of Section 186 and other applicable provisions of the Companies Act, 2013, including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force subject to the provisions Share Subscription and Shareholders Agreement entered between Longrow Investments Limited, the Promoters, the Other Shareholders and the Company & Deed of Adherence entered between Wifag Polytype Holding AG and the other shareholders, the consent of the members of the Company be and hereby accorded to the Board of Directors of the Company to give any loan to anybody corporate(s) / person (s) or give any guarantee or provide security in connection with a loan to anybody corporate(s) / person (s) or acquire by way of subscription, purchase or otherwise, securities of anybody corporate(s) upto an aggregate amount not exceeding Rs. 25 Crores (Rupees Twenty-five Crores) outstanding at any time; or 60% of the aggregate of the paid-up share capital and free reserves and securities premium account; or 100% of its free reserves and securities premium account, whichever is higher, on such terms and conditions as may be mentioned in the term sheet entered between the parties to the matter.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**For Rajshree Polypack Limited
(formerly known as Rajshree Polypack Private Limited)**

Date	: 31st August, 2017	(Ramswaroop Thard)
Place	: Thane	Chairman and Managing Director
		DIN:02835505
		Address: 403, Carlyle Apartment,
		Teen Hat Naka, Thane- 400604

NOTES TO NOTICE

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form MGT-11 is sent herewith.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

- 2) An Explanatory Statement pursuant to the provision of Section 102(1) of the Companies Act, 2013 (herein after referred to as “the Act”, is annexed hereto.
- 3) The Register of Members & Share Transfer Books of the Company will remain closed from Sunday, 17th September, 2017 and 18th September, 2017 (both days inclusive) for annual closing for the financial year 2016-17.
- 4) Queries on financial statements and operations of the Company, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
- 5) The dividend, if declared at the Annual General Meeting, will be payable within 30 days from the date of Annual General Meeting.
- 6) Pursuant to provisions of Section 124 of the Companies Act, 2013 all dividends remaining unclaimed for seven years from the date they first became due for payment will be transferred to the “Investor Education and Protection Fund” (IEPF). Members shall not be able to claim any unpaid dividend from the said Fund nor from the Company thereafter.

- 7) The Annual Report of the Company circulated to the members of the Company will be made available on the Company's website at www.rajshreepolypack.com.
- 8) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- 9) Under Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company's Registrar and Share Transfer Agent.
- 10) As a measure of economy, Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should bring the attendance slip duly filled in and signed for attending the meeting.

**For Rajshree Polypack Limited
(Formerly known as Rajshree Polypack Private Limited)**

Date	: 31st August, 2017	(Ramswaroop Thard)
Place	: Thane	Chairman & Managing Director
		DIN:02835505
		Address: 403, Carlyle Apartment,
		Teen Hat Naka, Thane- 400604

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In Conformity with the Provisions of Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the items of special business of the Notice and the same should be taken as forming part of the notice.

Item No. 5 & 6:

It is proposed to seek the approval of members by passing special resolutions pursuant to provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors to borrow the money in excess of aggregate of paid up share Capital and free reserves, upto a limit of Rs. 100 Crores apart from temporary loans obtained from the Company's bankers in ordinary course of business in terms of provisions of Section 180(1)(c) of the Companies Act, 2013 and to create charge(s) on assets of the Company in favour of lenders to secure the repayment of such borrowings, pursuant to Section 180(1)(a) of the Companies Act, 2013.

The Board recommends the resolutions at item No. 5 & 6 for the approval of members of the Company by way of Special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are interested financial or otherwise, in the resolution set out at Item Nos. 5 & 6 of the Notice.

Item No. 7:

As the Company has taken various initiatives for future growth plan in the business of Company, these future plans will have to be partially implemented / proposed to be implemented through various body corporates, in order to derive maximum value. Therefore, the increasing business operations and future growth plans of the Company may necessitate making further investments / providing loans or giving guarantees or providing security to these body corporate(s) and other person(s), over a period of time.

Under these circumstances, it is considered desirable to have the consent of the Members for fixing a higher limit for such purpose, namely (i) to the extent of Rs. 25 Crores (Rupees Twenty Five Crores) or (ii) 60% of the aggregate of the paid-up share capital and free reserves and securities premium account or (iii) 100% of its free reserves and securities premium account, whichever is higher.

The Board recommends the Special Resolution set out at Item no. 7 of the Notice for approval by the shareholders.

None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company

**For Rajshree Polypack Limited
(Formerly known as Rajshree Polypack Private Limited)**

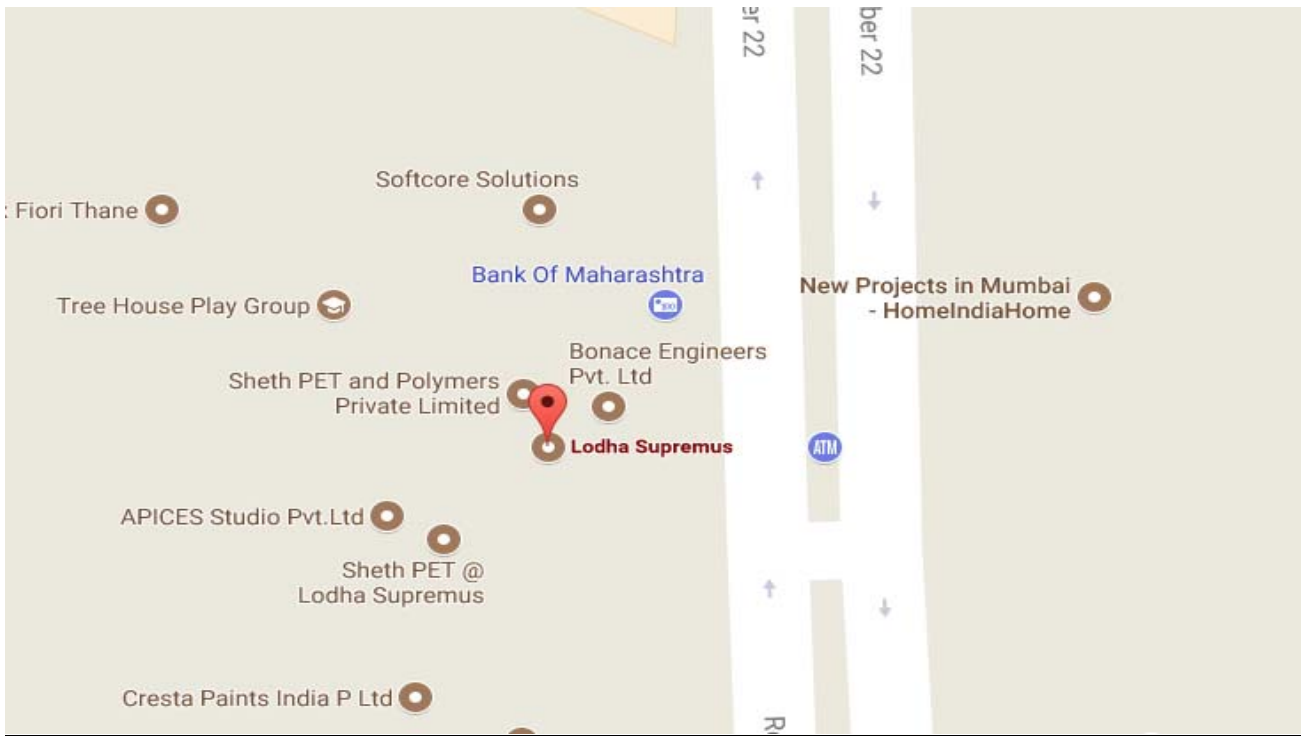
Date	: 31st August, 2017	(Ramswaroop Thard)
Place	: Thane	Chairman and Managing Director
		DIN:02835505
		Address: 403, Carlyle Apartment,
		Teen Hat Naka, Thane- 400604

APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

The details pertaining to appointment or re-appointment of the Director as required pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided herein below:

Name of the Director	Mr. Sajankumar Rungta
Date of Birth	10 th July, 1953
Date of Appointment	15 th October, 2011
Expertise in specific functional area	Rich experience in administrative skills related to running a business, business correspondence, employee relations.
Qualification	Graduate
List of outside Directorship held as on 31st March, 2017 (Excluding Private Limited Companies and Foreign Companies)	NIL
Chairman/Member of the Committee of Board of Directors of the Company as on 31st March, 2017	NIL
No. of Shares held in the Company as on 31st March, 2017	NIL

ROUTE MAP TO THE VENUE OF AGM



Prominent Land Mark: Lodha Supremus

Form No. MGT – 11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

CIN: U25209MH2011PTC223089

Name of the Company: Rajshree Polypack Limited (Formerly known as Rajshree Polypack Private Limited)

Registered Office: 3-C, Jai Hind Building, 2nd Floor Room No. 4, Dr. Atamaram Merchant Road, Bhuleshwar,
Mumbai -400002

Name of the Member (s):

Registered address:

E-mail Id: Folio No / Client Id: DP ID:

I / We, being the member(s) of _____ Shares of the above mentioned company, hereby appoint

1. Name: _____

Address: _____

E-Mail ID: _____

Signature: _____, or failing him/her

2. Name: _____

Address: _____

E-Mail ID: _____

Signature: _____, or failing him/her

3. Name: _____

Address: _____

E-Mail ID: _____

Signature: _____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Sixth Annual General Meeting of the Company, to be held on Monday, 18th September, 2017 at 11:00 a.m. at Lodha Supremus Unit No. 503-504, 5th Floor, Road No. 22, Kishan Nagar, Near New Passport Office, Wagle Estate, Thane (W) – 400604 and at any adjournment thereof, in respect of following resolutions as indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1.	To consider and adopt the Audited Financial Statements for the financial year ended 31 st March, 2017 and the Reports of Board of Directors' & Auditors thereon.		
2.	To declare the final dividend on equity shares for the financial year ended 31 st March, 2017.		
3.	To appoint a Director in place of Mr. Sajjankumar Rungta (DIN: 02191131), who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	To ratify appointment of Statutory Auditors and to fix their remuneration.		
5.	To Consider & Approve Borrowing Limits of the Company.		
6.	To Consider & Approve Limits for Creation of Charges on Assets of the Company.		
7.	To Consider & Approve Making of any investment / giving any loan or guarantee / providing security.		

Signed this ____ day of _____, 2017

Signature of Shareholder

Signature of Proxy Holder (s)

Affix Revenue Stamp

ATTENDANCE SLIP

CIN: U25209MH2011PTC223089

Name of the Company: Rajshree Polypack Limited (Formerly known as Rajshree Polypack Private Limited)

Registered Office: 3-C, Jai Hind Building, 2nd Floor Room No. 4, Dr. Atamaram Merchant Road, Bhuleshwar Mumbai-400002

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the Sixth Annual General Meeting of the Company at Lodha Supremus Unit No. 503-504, 5th Floor, Road No. 22, Kishan Nagar, Near New Passport Office, Wagle Estate, Thane (W) – 400604 on Monday, 18th September, 2017.

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Full name of the Member (in block letters)

Signature

Folio No.: DP ID No.:* Client ID No.:*

*Applicable for member holding shares in electronic form

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Full name of the Proxy (in block letters)

Signature