

NOTICE

NOTICE is hereby given that the Eighth (8th) Annual General Meeting (the "Meeting" or "AGM") of the Rajshree Polypack Limited will be held on Friday, September 27, 2019 at 02.30 pm at Babubhai Chinai Committee Room, 2nd Floor IMC Building, IMC Marg, Near Churchgate Station, Churchgate Mumbai- 400020 to transact the following business:

ORDINARY BUSINESS

Item No. 1- Adoption of financial statements

To receive, consider and adopt the audited financial statements of the Company for financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon.

Item No. 2- Declaration of Dividend

To confirm the payment of interim dividend of ₹ 0.50/- (Rupees fifty paise) per equity share and to declare final dividend of ₹ 0.50/- (Rupees fifty paise) per equity share i.e. 5 % on face value of ₹ 10/- each per equity share for the financial year ended March 31, 2019.

Item No. 3- Appointment of Mr. Sajjankumar Nanikram Rungta as a director liable to retire by rotation

To appoint Mr. Sajjankumar Nanikram Rungta (DIN: 02191131) who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Item No. 4- Appointment of Mr. Alain Edmond Berset as a director liable to retire by rotation

To appoint Mr. Alain Edmond Berset (DIN: 07181896) who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Item No. 5- Appointment of Statutory Auditors and fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013(the "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), **M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W)**, be and are hereby appointed as Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of 8th Annual General Meeting until the conclusion of the 13th Annual General Meeting to be held in the financial year 2024-2025, at such remuneration plus applicable taxes, out-of pocket expenses, travelling and other expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and/or 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 the aforesaid resolution."

SPECIAL BUSINESS

Item No. 6- Ratification of Remuneration to Cost Auditor

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 all other applicable provisions, if any, of the Companies Act, 2013(the "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. N. Ritesh & Associates, Cost Accountants, Mumbai (Firm Registration No.R100675)**, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, being ₹ 51,000/- (Rupees Fifty-One Thousand only)plus applicable taxes, out of pocket expenses, travelling and other expenses incurred in performance of their duties be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah Company Secretary and Compliance Officer, be and are hereby jointly and/or 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 the aforesaid resolution."

Item No. 7- Appointment of Mr. Pradeep Kumar Gupta (DIN: 08335342) as the Non- Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Pradeep Kumar Gupta (DIN: 08335342) who was appointed as an Additional Director of the Company with effect from January 25, 2019 by the Board of Directors and holds office upto the date of this Annual General Meeting under the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying its intention to

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propose the name of Mr. Pradeep Kumar Gupta (DIN: 08335342) as a candidate for the office of director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors and subject to the provisions of Section 149, 150 and 152 and other applicable provisions if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, and Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Pradeep Kumar Gupta (DIN: 08335342), who has submitted a declaration of independence under section 149(6) of the Act and is eligible for appointment be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five (5) consecutive years commencing from September 27, 2019 upto September 26, 2024.

RESOLVED FURTHER THAT Mr. Pradeep Kumar Gupta shall not be liable to retire by rotation during his tenure as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah Company Secretary and Compliance Officer, be and are hereby jointly and/or 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 the aforesaid resolution."

Item No. 8 Approval of Related Parties Transactions

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013(the "Act") read with the Companies (Meetings of Boards and Its Power) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for time being in force)and pursuant to the recommendation of the Audit Committee and the Board of Directors (the "Board"), consent of the Shareholders of the Company be and is hereby accorded to the Board, which term shall include a Committee constituted by the Board or any person(s) authorized by the Board) to enter into Related Party transaction(s) with the following Related Party on arm's length basis for an aggregate amount not exceeding 61.5 Cores (Rupees Sixty One Crores Fifty Lakhs Only) during the period from April 1, 2019 to March 31, 2022, with respective Related Parties and maximum amount per annum, as mentioned hereunder:

Sr. No.	Name of Related Parties	Nature of Relationships	Nature of transactions to be undertaken	Expected Annual Value of Transaction (Amount in ₹)
1.	Orbit Industries	Enterprises Having Same Key Managerial Person	Purchases Sales Work Order	1,50,00,000 2,00,00,000 4,00,00,000
2.	Bobson Industries	Enterprises Having Same Key Managerial Person	Purchases Sales Work Order	1,00,00,000 50,00,000 2,00,00,000
3.	Rajshree Infotech	Enterprises Having Same Key Managerial Person	Rent Services	50,00,000
4.	Polytype Asia Pacific Company Limited	Wholly owned subsidiary of Investing party in which Company is Associate	Purchase of Machinery and Spares parts	3,00,00,000
5.	Polytype SA	Wholly owned subsidiary of Investing party in which Company is Associate	Purchase of Machinery and Spares parts	6,00,00,000
Total				20,50,00,000

RESOLVED FURTHER THAT the Board and the Audit Committee, be and are hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and/or 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 the aforesaid resolution."

Item No. 9: Revision in remuneration payable to Mr. Ramswaroop Radheshyam Thard, 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 the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company(the “Board”) and subject to provisions of Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013(the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to consents and permissions from regulatory authorities as may be necessary, consent of the Shareholders of the Company be and is hereby accorded for revision in remuneration payable to Mr. Ramswaroop Radheshyam Thard, Managing Director of the Company during his remaining tenure as Managing Director of the Company, more particularly as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of there being no profits or inadequacy of profits in any financial year during the currency of tenure of Mr. Ramswaroop Radheshyam Thard as Managing Director, the amount of remuneration and perquisites fixed as aforesaid shall be the minimum remuneration and perquisites payable to him, provided that the total remuneration by way of salary and perquisites shall be in accordance to the provisions as prescribed under the Act.

RESOLVED FURTHER THAT the Board and the Nomination and Remuneration Committee of the Company be and are hereby authorised to alter and vary the terms and conditions of remuneration payable to Mr. Ramswaroop Radheshyam Thard, Managing Director, in accordance with the provisions of the Act or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT Mr. Naresh Radheshyam Thard, Joint Managing Director or Ms. Mitali Rajendra Shah, Company Secretary and Compliance Officer, be and are hereby jointly and/or 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 the aforesaid resolution.”

Item No. 10: Revision in remuneration payable to Mr. Naresh Radheshyam Thard, 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 the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company(the “Board”) and subject to the

provisions of Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013(the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to consents and permissions from regulatory authorities as may be necessary, consent of the Shareholders of the Company be and is hereby accorded for revision in remuneration payable to Mr. Naresh Radheshyam Thard, Joint Managing Director of the Company during his remaining tenure as Joint Managing Director of the Company, more particularly as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of there being no profits or inadequacy of profits in any financial year during the currency of tenure of Mr. Naresh Radheshyam Thard, Joint Managing Director, the amount of remuneration and perquisites fixed as aforesaid shall be the minimum remuneration and perquisites payable to him, provided that the total remuneration by way of salary and perquisites shall be in accordance to the provisions as prescribed under the Act.

RESOLVED FURTHER THAT the Board and the Nomination and Remuneration Committee of the Company be and are hereby authorised to alter and vary the terms and conditions of remuneration payable to Mr. Naresh Radheshyam Thard, Joint Managing Director, in accordance with the provisions of the Act or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT Mr. Ramswaroop Radheshyam Thard, Chairman & Managing Director or Ms. Mitali Rajendra Shah Company Secretary and Compliance Officer, be and are hereby jointly and/or 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 the aforesaid resolution.”

**By Order of the Board of Directors
For Rajshree Polypack Limited
sd/-**

**(Mitali Rajendra Shah)
Company Secretary and
Compliance Officer**

Date : August 19, 2019

Place : Thane

Regd. Office :

Rajshree Polypack Limited

Lodha Supremus, Unit No. 503-504,

5th Flr, Road No. 22, Kishan Nagar,

Nr. New Passport Office, Wagle Estate,

Thane (West) 400 604.

Tel No. : +91-22 25818200,

Fax : +91-22 25818250

CIN : U25209MH2011PLC223089

Website : www.rajshreepolypack.com

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NOTES TO NOTICE

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013 (the "Act"), a person can act as a proxy on behalf of a maximum of fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other shareholder.
2. The Explanatory Statement pursuant to Section 102(1) of the Act, is annexed hereto and forms part of this Notice.
3. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force ("SEBI Listing Regulations"), in respect of Directors seeking approval for appointment / re-appointment at the Annual General Meeting, forms part of the annexure to this Notice.
4. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the AGM.
5. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than forty eight (48) hours before the commencement of the meeting (on or before September 25, 2019, 2:30 p.m. IST). A proxy form for the AGM is enclosed.
6. During the period beginning twenty four (24) hours before the time fixed for the commencement of the AGM and until the conclusion of the AGM, Members would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members / proxies / authorized representatives should bring the duly-filled attendance slip enclosed herewith to attend the AGM.
8. 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, will be available for inspection by the Members at the AGM.
9. The Register of Members and Share Transfer Books will remain closed from Friday, September 20, 2019 to Friday, September 27, 2019 (both days inclusive).
10. Subject to the provisions of the Act, dividend as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting to be held on September 27, 2019 will be paid on or before October 26, 2019, to those Members whose names appear on the Register of Members as at the end of September 19, 2019. The final dividend is ₹ 0.50/- per equity share.
11. Members holding shares in dematerialized form are requested to notify all change of address and updates pertaining to their bank account details to their respective depository participant(s) and not to the Company.
12. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents at the following address:

Link Intime India Private Limited,
C-101, 247 Park,
L.B.S Marg, Vikhroli West,
Mumbai – 400083
Tel No: +91 22 49186000
Email Id: rnt.helpdesk@linkintime.co.in
13. Members wishing to claim dividends that remain unclaimed, if any, are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary at the Company's registered office. Members are requested to note that the Ministry of Corporate Affairs has vide notification dated September 05, 2016 brought into force certain provisions of Sections 124 and 125 of the Companies Act, 2013 (the "Act") and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") with effect from September 07, 2016 including amendments thereof. Pursuant to the provisions of Section 124 of the Act, the dividend which remains unclaimed / unpaid for a period of seven years from the date of the transfer to the unpaid dividend account of the Company is required to be transferred to the IEPF Account of the Central Government. Further, pursuant to the provisions of Section 124 of the Act and the IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF Account within thirty days of such shares becoming due for transfer to IEPF.
14. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. You can do this by updating your email addresses with your depository participants.
15. In compliance with Section 108 of the Act, read with corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the Central Depository Services Limited (CDSL). The facility for

voting will also be made available at the AGM, and Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice. The Board has appointed M/s. Jajodia & Associates, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting / ballot process / instapoll in a fair and transparent manner.

16. The e-voting period commences from 9.00 a.m. on Tuesday, September 24, 2019 and will end at 5.00 p.m. on Thursday, September 26, 2019. During this period, Members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. September 19, 2019 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A Member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 19, 2019. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

17. The instructions for Shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, September 24, 2019 from 9.00 a.m. and ends on Thursday, September 26, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 19, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members holding shares in physical or in demat form as on September 19, 2019 shall only be eligible for e-voting.
- (iii) The Shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iv) Click on Shareholders / Members.
- (v) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (xii) Click on the EVSN for “Rajshree Polypack Limited” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.
- (xxii) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on website of CDSL e-Voting **www.evotingindia.com** within two days of the passing of the Resolutions at the AGM of the Company and will also be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.
18. The Annual Report 2018-2019, the Notice of the 8th AGM, and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent through permitted modes.
 19. Members may also note that the Notice of the 8th AGM and the Rajshree Polypack Limited Annual Report 2018-2019 will be available on the Company’s website.
 20. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of the Notice.
 21. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
 22. All documents referred to in the Notice will be available for inspection at the Company’s registered office during normal business hours on working days up to the date of the AGM.

ANNEXURE TO NOTICE

INFORMATION ON DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT OR REVISIONS OF RENUMERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Particulars	Mr. Sajjankumar Nanikram Rungta	Mr. Alain Edmond Berset	Mr. Pradeep Kumar Gupta	Mr. Ramswaroop Radheshyam Thard	Mr. Naresh Radheshyam Thard
DIN	02191131	07181896	08335342	02835505	03581790
Designation	Non-Executive Director	Non-Executive, Nominee Director	Non-Executive Independent Director	Chairman and Managing Director	Joint Managing Director
Date of Birth	July 10, 1953	January 30, 1974	February 25, 1950	April 1, 1974	October 10, 1975
Age	66 Years	45 Years	69 Years	45 Years	44 Years
Date of Appointment on current position	October 15, 2011	May 2, 2016	January 25, 2019	October 15, 2011	October 15, 2011
Nationality	Indian	Swiss	Indian	Indian	Indian
Qualifications	Holds certificate of matriculation from Chengmari Tea Garden Higher Secondary School, West Bengal.	Holds a degree of Mechanical Engineering from Ecole d'ingénieurs de Fribourg and he has done his executive degree in Masters of Business Administration from Haute Ecole de Gestion de Fribourg & Bern.	Holds Bachelor of Engineering (Mechanical) and PGD- Industrial Management, Operations Research and being a competent engineering professional.	Holds Bachelor degree of Engineering from the University of Pune	He has passed the first year course of the Bachelor's degree of Commerce from University of Mumbai.

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Expertise in specific Functional Areas	<p>He has an experience of over thirty five (35) years in textile and transportation industry. Rich experience in administrative skills related to running a business, business correspondence and employee relations.</p>	<p>Experience of over (twenty) 20 years in company management, board member, international business, engineering & manufacturing of machines for packaging and project management.</p>	<p>Experience of over 38 years in Plant Operations, Business & Market Development and Client Relationship Management with Indian Giants of Packaging Industries like Paharpur 3P, UFlex, Xpro. He played a key role in introducing flexible laminates while lube oil pouches for the first time and launched 'Sachet' & Zip lock laminated packaging in India. He has significant experience of setting up & managing plants in Flexible Packaging, Roto & Flexo Printing, Corrugation Industry, Plastics – injection & blow moulding and other rigid packaging related segments. He is presently a principal consultant with Packaging Solutions Group and is providing consulting to the Indian packaging industry in packaging design & implementation, corporate planning, re-engineering and implementation, production management.</p>	<p>He has an experience of over twenty (20) years in the plastic packaging industry. His first venture was a partnership firm named M/s S. R. Plastics in the year 1996 along with the Rungta family which commenced operations in 1997. He is the founder of our Company and plays a very pivotal role in business development, sales, administration and finance functions of our Company. Further, he is also the founding member of Thermoforming and Allied Industries Association which undertakes various activities such as creating awareness about environment concerns and bringing sustainable balance between environment and society in respect of the thermoformed and allied products.</p>	<p>He has an experience of over nineteen (19) years in the plastic packaging industry. He is co-founder of our 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.</p>
Directorships held in other public companies (excluding private, foreign companies and Section 8 companies)	NIL	NIL	NIL	NIL	NIL
Chairman/Member of Committee of other Company	NIL	NIL	NIL	NIL	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	NIL	NIL	NIL	Brother of Mr. Naresh Radheshyam Thard	Brother of Mr. Ramswaroop Radheshyam Thard
No. of Shares held in the company	NIL	NIL	NIL	20,41,158	16,79,178
Remuneration proposed to be paid	NIL	NIL	NIL	₹ 78.66 Lakhs	₹ 62.10 Lakhs

Remuneration last drawn (including sitting fees, if any) For financial year 2018-2019	₹ 1.2 Lakhs	₹ 0.6 Lakhs	₹ 0.3 Lakhs	₹ 68.40 Lakhs	₹ 54.00 Lakhs
Number of Board meetings attended during the financial year 2018-2019	8	4 (through Skype)	2	10	9
Directorship of other Companies in India (as on March 31, 2019)	NIL	1.Wifag -Polytype India Marketing Private Limited	NIL	NIL	NIL
Chairmanship/ Membership of the Committees of the Board of the Directors (as on March 31, 2019)	1. Stakeholder Relationship Committee (Member)	Nil	1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Member) 3. Corporate and Social Responsibility Committee (Member)	1. Board Meeting (Chairman) 2. Audit Committee (Member) 3. Corporate Social Responsibility Committee (Chairman) 4. Initial Public Offer Committee (Chairman) 5. Executive Committee (Chairman)	1. Stakeholder Relationship Committee (Member) 2. Corporate Social Responsibility Committee (Member) 3. Executive Committee (Member)
Terms and Conditions of Appointment	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation	Non-Executive Independent Director not liable to retire by rotation.	Chairman and Managing Director not liable to retire by rotation	Joint Managing Director liable to retire by rotation

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE "ACT")

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. 6 to 10 of the accompanying Notice.

Item No. 6

Ratification of remuneration of Cost Auditors

The Board, on the recommendation of the Audit Committee, has approved the appointment of **M/s. N. Ritesh & Associates, Cost Accountants**, Mumbai (Firm Registration No.R100675), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 for a remuneration of ₹ 51,000/- (Rupees Fifty- One Thousand Only) plus applicable taxes, out-of pocket expenses, travelling and other expenses incurred by them for the purpose of audit for the financial year 2019-2020. A certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Company between 10.00 a.m to 2.00 p.m on all days (except Saturday, Sunday and public holidays) upto the date of the Annual General Meeting and shall also be available at the AGM.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost

Auditors has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

The Board of Directors recommend the Ordinary Resolution in relation to the ratification of the remuneration payable to **M/s. N. Ritesh & Associates, Cost Accountants**, for the Cost Audit. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution as set out in Item No. 6.

Item No. 7

Appointment of Mr. Pradeep Kumar Gupta (DIN: 08335342) as the Non- Executive Independent Director of the Company.

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Pradeep Kumar Gupta (DIN: 08335342) as an Additional Director with effect from January 25, 2019 and as a Non-Executive Independent Director subject to the approval of the Members. Pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Pradeep Kumar Gupta holds office of Director upto the date of this Annual General Meeting and is eligible for appointment as a Director.

The Company has also received the declaration from Mr. Pradeep Kumar Gupta stating that he meets the criteria of independence as per Section 149(6) of the Act. The detailed profile of Mr. Pradeep Kumar Gupta is attached as Annexure to Notice.

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A copy of the draft letter of appointment which will be issued to Mr. Pradeep Kumar Gupta setting out the terms and conditions of his appointment as an Independent Director is available for inspection by the Members at the Registered Office of the Company between 10.00 a.m to 2.00 p.m on all days (except Saturday, Sunday and public holidays) upto the date of the Annual General Meeting and shall also be available at the meeting.

In the opinion of the Board, Mr. Pradeep Kumar Gupta fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI Listing Regulations for appointment as Non-Executive Independent Director and is Independent of the Management.

The Board of Directors recommend the Ordinary Resolution in relation to the appointment of Mr. Pradeep Kumar Gupta as a Non-Executive Independent Director of the Company for a period of five (5) years commencing from September 27, 2019 upto September 26, 2024.

Except Mr. Pradeep Kumar Gupta, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution as set out in Item No.7.

Item No. 8

Approval of Related Parties Transactions

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 and provisions of Regulation 23 of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 that govern the Related Party Transactions, requires that for Related Party Transactions, the Company must obtain prior approval of the Shareholders by way of a resolution, in case the threshold limits are exceeded.

In the light of provisions of Section 188 of Companies Act, 2013 read with Rules made there under and Regulation 23 of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Sr. No.	Name of Related Parties	Nature of Relationships	Nature of transactions to be undertaken	Expected Annual Value of Transaction (Amount in Rs.)
1.	Orbit Industries	Enterprises Having Same Key Managerial Person	Purchases Sales Work Order	1,50,00,000 2,00,00,000 4,00,00,000

2.	Bobson Industries	Enterprises Having Same Key Managerial Person	Purchases Sales Work Order	1,00,00,000 50,00,000 2,00,00,000
3.	Rajshree Infotech	Enterprises Having Same Key Managerial Person	Rent Services	50,00,000
4.	Polytype Asia Pacific Company Limited	Wholly owned subsidiary of Investing party in which Company is Associate	Purchase of Machinery and Spares parts	3,00,00,000
5.	Polytype SA	Wholly owned subsidiary of Investing party in which Company is Associate	Purchase of Machinery and Spares parts	6,00,00,000
Total				20,50,00,000

Members are hereby informed that no Members of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party. The Directors recommend the Item No. 8 of the Notice for consent and approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ramswaroop Radheshyam Thard (and his Relatives), Mr. Naresh Radheshyam Thard (and his Relatives) and Mr. Sajjankumar Nanikram Rungta (and his Relatives) is in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution except to the extent of their respective shareholding in the Company, if any.

Item No. 9

Revision in remuneration payable to Mr. Ramswaroop Radheshyam Thard, Managing Director of the Company

The members be informed that Mr. Ramswaroop Radheshyam Thard was appointed as Managing Director in the Board meeting dated March 30, 2017 w.e.f. October 15, 2016 for a period of (five) 5 years for remuneration of ₹ 68.40 Lakhs per annum w.e.f. October 1, 2016. The Board of Directors in their meeting held on August 19, 2019 decided to revise the remuneration of Mr. Ramswaroop Radheshyam Thard. Managing Director of the Company w.e.f. September 1, 2019 terms and conditions, pursuant to Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and rules applicable thereon.

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 the manufacturing of rigid plastic sheets and thermoformed packaging products. The Company manufactures customized thermoformed packaging products which are tailored to the client's requirements.
Date of Commencement of Activities	:	2011
Foreign Earnings, Investments or Collaborations	:	Foreign Earnings during the year is ₹ 1,836.48 lakhs
Financial performance based on given indicators	:	Financial performance of the Company for the last 3 years is as under:

(₹ in Lakhs)

Particulars	FY 2018-2019	FY 2017-2018	FY 2016-2017
Operational and Other Income	12,751.61	11,298.21	9641.35
Profit/(Loss) before Tax	1,355.61	1,355.05	1,367.94
Add/ Less: Net Current Tax	379.34	434.76	380.00
Add/Less: Deferred Tax Liability/(Assets) (net)	(74.65)	(40.77)	106.28
Add/(Less): Taxes of earlier years	-	5.29	(1.25)
Profit/(Loss) after Taxation	1050.93	955.77	882.92

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	:	₹ 68.40 Lakhs per annum.
4.	Job Profile and his Suitability	:	He is the Chairman and Managing Director of the Company. He has been the founder of our Company and 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 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	:	₹ 78.66 Lakhs per annum.
6.	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	:	Compared to the remuneration profile of position and person 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, if any	:	Except being Promoter and Managing Director and Brother of Mr. Naresh Radheshyam Thard, Mr. Ramswaroop Radheshyam Thard does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel.

3. Additional information to be given to the members in terms of Secretarial Standard – 2 is as under:

1.	Age	:	45
2.	Date of Appointment	:	October 15, 2011
3.	Shareholding in the Company*	:	20,41,158
4.	Number of Board Meetings attended during the financial year 2018- 2019	:	10
5.	List of outside Directorship held as on March 31, 2018 (Excluding Private Limited Companies and Foreign Companies)	:	NA

*The shareholding specified is as on March 31, 2019

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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.

The Board recommends the resolutions at item No. 9 for the approval of Members of the Company by way of a special resolution.

Item No. 10

Revision in remuneration payable to Mr. Naresh Radheshyam Thard, Managing Director of the Company

The members be informed that Mr. Naresh Radheshyam Thard

was appointed as Managing Director in the Board meeting dated March 30, 2017 w.e.f. February 1, 2017 for a period of (five) 5 years for remuneration of ₹ 54.00 Lakhs per annum w.e.f. October 1, 2016. He was re-designated as Joint Managing Director pursuant to a resolution passed in Extra Ordinary General Meeting of the Company held on December 18, 2017. The Board of Directors in their meeting held on August 19, 2019 decided to revise the remuneration of Mr. Naresh Radheshyam Thard, Joint Managing Director of the Company w.e.f. September 1, 2019, pursuant to Section 196, 197 and 198 read with Schedule V of the Companies Act, 2013 and the rules applicable thereon.

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 the manufacturing of rigid plastic sheets and thermoformed packaging products. The Company manufactures customized thermoformed packaging products which are tailored to the client's requirements.
Date of Commencement of Activities	:	2011
Foreign Earnings, Investments or Collaborations	:	Foreign Earnings during the year is ₹ 1,836.48 lakhs.
Financial performance based on given indicators	:	Financial performance of the Company for the last 3 years is as under:

(₹ in Lakhs)

Particulars	FY 2018-2019	FY 2017-2018	FY 2016-2017
Operational and Other Income	12,751.61	11,298.21	9641.35
Profit/(Loss) before Tax	1,355.61	1,355.05	1,367.94
Add/ Less: Net Current Tax	379.34	434.76	380.00
Add/Less: Deferred Tax Liability/(Assets) (net)	12,751.61	11,298.21	9641.35
Add/(Less): Taxes of earlier years	-	5.29	(1.25)
Profit/(Loss) after Taxation	1050.93	955.77	882.92

2. Information about the appointee:

1.	Background details	:	Mr. Naresh Radheshyam Thard is the Promoter and Joint Managing Director of our Company. He has been a Director of our Company since incorporation and has been working as Managing Director since February 1, 2012.
2.	Recognition or awards	:	Nil
3.	Past Remuneration	:	₹ 54.00 Lakhs per annum
4.	Job Profile and his Suitability	:	He is the Joint Managing Director of the Company. He is co-founder of our 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	:	₹ 62.10 Lakhs per annum
6.	Comparative remuneration profile with respects to industry, size of the Company, profile of the position and person	:	Compared to the remuneration profile of the said position with respect to this industry, 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, if any	:	Except being Promoter and Joint Managing Director and Brother of Mr. Ramswaroop Radheshyam Thard, Mr. Naresh Radheshyam Thard does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Key Managerial Personnel.

3. Additional information to be given to the members in terms of Secretarial Standard – 2 is as under:

1.	Age	:	44
2.	Date of Appointment	:	2011
3.	Shareholding in the Company*	:	16,79,178
4.	Number of Board Meetings attended during the financial year 2018- 2019	:	9
5.	List of outside Directorship held as on 31st March, 2018 (Excluding Private Limited Companies and Foreign Companies)	:	NA

*The shareholding specified is as on March 31, 2019.

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.

The Board recommends the resolutions at item No.10 for the approval of members of the Company by way of a special resolution.

By Order of the Board of Directors
For **Rajshree Polypack Limited**
sd/-
(Mitali Rajendra Shah)
Company Secretary and
Compliance Officer

Date : August 19, 2019

Place : Thane

Regd. Office :

Rajshree Polypack Limited

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