



## AGI Greenpac Limited

CIN: L51433WB1960PLC024539

Registered Office: 2, Red Cross Place, Kolkata – 700 001, West Bengal, India

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### NOTICE

Notice is hereby given that the 64<sup>th</sup> Annual General Meeting of the members of AGI Greenpac Limited will be held on Wednesday, 18 September 2024 at 12:30 P.M. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following businesses:

#### Ordinary Business

- To consider and adopt:  
The Audited Financial Statements of the Company for the financial year ended 31 March 2024, the reports of the Board of Directors and Auditors thereon.
- To declare Dividend on Equity Shares for the year ended 31 March 2024.
- To appoint a Director in place of Mrs. Sumita Somany (DIN: 00133612) who retires by rotation and, being eligible, offers herself for re-appointment.

#### Special Business

##### 4. Re-appointment of Mr. Anil Wadhwa as an Independent Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Anil Wadhwa (DIN: 08074310), Independent Director of the Company, who holds office upto 17 March 2025 and who is eligible for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for his second term of five consecutive years commencing from 18 March 2025 and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof and/or Company Secretary of the Company be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution.”

##### 5. Re-appointment of Mr. Rakesh Sarin as an Independent Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rakesh Sarin (DIN: 02082150), Independent Director of the Company, who holds office upto 17 March 2025 and who is eligible for re-appointment as an Independent Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for his second term of five consecutive years commencing from 18 March 2025 and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof and/or Company Secretary of the Company be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution.”

##### 6. Re-appointment of Ms. Himalyani Gupta as an Independent Director

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

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Act and pursuant to the provisions of Regulations 17(1A), 17(1C) and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Himalyani Gupta (DIN: 00607140), Independent Director of the Company, who holds office upto 17 March 2025 and who is eligible for re-appointment as an Independent Director and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for her second term of five consecutive years commencing from 18 March 2025 and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof and/or Company Secretary of the Company be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board  
For **AGI Greenpac Limited**

**(Ompal)**

Place: Gurugram  
Date: 2 May 2024

Company Secretary  
Membership No.: A30926

**NOTES:**

1. Explanatory Statement, setting out the material facts concerning the items of Special Businesses to be transacted at the Annual General Meeting, pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. Ministry of Corporate Affairs vide its General Circular no. 09/2023 dated 25 September 2023 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 10/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 5 May 2022 and 28 December 2022 respectively, hereinafter referred as “MCA Circulars” and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 7 October 2023 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12 May 2020, 15 January 2021, 13 May 2022 and 5 January 2023 respectively, hereinafter referred as SEBI Circulars, has extended relaxations to conduct Annual General Meeting (“AGM”) of the Companies due in year 2024 through VC/OAVM. Hence, in compliance with the said MCA and SEBI Circulars, the 64<sup>th</sup> AGM of the Company is being conducted through VC/OAVM on Wednesday, 18 September 2024 at 12:30 P.M. which does not require the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
3. As the AGM will be held through VC/OAVM, in compliance with the said MCA Circulars, where physical presence of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies under Section 105 of the Companies Act, 2013 (“Act”) is not available for this AGM, hence Proxy Form, Attendance Slip and Route Map of AGM venue are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting for participation and voting in the AGM through VC/OAVM.
4. Pursuant to Section 113 of the Act, Institutional/ Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-voting/attending the AGM, to [hsilinvestors@hsilgroup.com](mailto:hsilinvestors@hsilgroup.com).
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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 to at least 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.



7. Pursuant 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended) and MCA Circulars, 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 CDSL for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
8. In conformity with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the FY 2023-24 are also available on the Company's website [www.agigreenpac.com](http://www.agigreenpac.com), websites of National Stock Exchange of India Limited and BSE Limited i.e. [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively and on the website of Central Depository Services (India) Limited ("CDSL") i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 12 September 2024 to Wednesday, 18 September 2024 (both days inclusive). Dividend on Equity Shares, if declared at the AGM, will be paid to those shareholders whose names appear in the Company's Register of Members and List of Beneficial Owners as on close of business hours of 11 September 2024, furnished by NSDL/CDSL. The dividend, if declared, shall be paid by Wednesday, 25 September 2024.
10. As mandated by SEBI, Dividend, if declared, at the AGM will be credited to the bank account of respective shareholders through National Electronic Clearing Service ("NECS")/Electronic Clearing Service ("ECS") where such facility is available. Members holding shares in electronic mode are therefore requested to furnish their bank particulars in which they wish to receive dividend, through their Depository Participants ("DPs"). Members holding shares in physical form, if any, and desirous of availing the NECS/ECS facility, are requested to update their bank particulars by sending it to the Company's Registrar and Share Transfer Agent ("RTA"), M/s. Maheshwari Datamatics Private Limited, directly for instant credit of dividend and other cash entitlements.

Shareholders of the Company are informed that pursuant to the provisions of Section 124(5) of the

Act, the amount of dividend which remains unpaid/unclaimed for a period of 7 consecutive years is required to be transferred to the 'Investor Education & Protection Fund' ("IEPF") constituted by the Central Government. Accordingly, unpaid/unclaimed dividend upto the financial year 2015-16 has been transferred to IEPF.

Shareholders who have not encashed their dividend warrant(s) for the financial years from 2016-17 to 2022-23 are requested to make claim with the Company immediately. Dividend declared by the Company for the financial year 2016-2017 which remains unpaid/unclaimed is due for transfer on or after 6 September 2024 to IEPF. A statement containing names, last known addresses and unpaid dividend of such shareholders is available on the website of the Company [www.agigreenpac.com](http://www.agigreenpac.com).

Shareholders whose amount has been transferred to IEPF as above may claim refund from IEPF in accordance with provisions of the Act and rules made thereunder.

Further, pursuant to the provisions of Section 124 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed by the shareholders for 7 consecutive years, the Company is required to transfer such equity shares of the Members to the demat account of the IEPF. The Company has sent a communication to all shareholders concerned and had also published a Notice in the leading Newspaper both in English and Vernacular paper, with respect to the formalities and process of such transfers. Accordingly, the Company has transferred 14890 equity shares of ₹ 2/- each to IEPF in respect of the shareholders whose dividend was not encashed for 7 consecutive years from 2015-16, data of which are available on the website of the Company. Similarly, the Company will transfer such shares to demat account of IEPF Authority on which dividend from the financial year 2016-17 will remain unclaimed for seven consecutive years, as per the guidelines issued by the concerned authority(ies) from time to time in this regard.

11. The Company is required to deduct tax at source from payment of dividend to shareholders at the rates prescribed under the Income Tax Act, 1961. Hence, Members are requested to update their residential status, Permanent Account Number (PAN), Category as per the Income Tax Act, 1961 with their Depository Participant or in case shares are held in physical form, with the Company/RTA, by sending documents through e-mail by Wednesday, 11 September 2024.
12. SEBI vide its circular dated 5 January 2022, as amended, has mandated Listed Companies to issue securities

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- in demat form only while processing service request viz. issue of duplicate share certificates, claim from Unclaimed Suspense Account, Renewal/Exchange of share certificate, Endorsement, sub-division, split of share certificate, consolidation of folio/certificates, transmission and transposition. Thus, Members are requested to make service request by submitting a duly filled and signed Form ISR-1, ISR-2, ISR-3, ISR-4 and SH-13, the format of which is available on the Company's website <https://agigreenpac.com/furnishing-of-pan-and-kyc-details-and-nomination-by-holders-of-physical-securities/> and on the website of RTA at <http://mdpl.in/form/>. It may be noted that service request can be processed only after the folio is KYC compliant as above. For any assistance in this regard, Members may contact the RTA.
13. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/9/CIR/2023/70 dated 17 May 2023 has inter alia complied the provisions of the Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023 and has made it mandatory for all holders of Physical securities in listed companies to furnish PAN, Nomination/Declaration to opt-out of Nomination, Contact details, Bank Account details and Specimen Signature to the Company/RTA of the Company.
  14. Members holding shares in physical form and desirous of making a nomination or cancellation/variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit the prescribed Form No. SH 13 to the RTA of the Company for nomination and Form No. SH 14 for cancellation/variation as the case may be. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. Shareholders holding shares in demat form are also advised to avail nomination facility by submitting the prescribed form to their respective DPs.
  15. As a part of 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA of the Company in case the shares are held by them in physical form.
  16. Members of the Company who have multiple folios in identical name(s) are requested to apply for consolidation of such folio(s) and send the relevant Share Certificates to the Company's RTA viz. M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata -700 001, for necessary endorsement thereon.
  17. Electronic copy of the Notice of the AGM of the Company inter alia indicating the process and manner of remote e-voting is being sent to all Members whose email IDs are registered with the Company/ Depository Participant(s) (DP) for communication purposes. For Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email address by writing to [hsilinvestors@hsilgroup.com](mailto:hsilinvestors@hsilgroup.com) to receive Annual Report. Members holding shares in dematerialized mode and who have not registered their email address are requested to update their email address with the relevant DP to receive Annual Report.
  18. Members holding shares in demat form are requested to update their bank account details with their respective Depository Participant. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
- Effective 1 April 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode. Accordingly, payment of dividend for the FY 2023-24, subject to approval at the AGM, shall be made to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by 11 September 2024 by writing to the Company's RTA, Maheshwari Datamatics Private Limited, at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). The forms for updating the same are available at <https://agigreenpac.com/furnishing-of-pan-and-kyc-details-and-nomination-by-holders-of-physical-securities/>**
19. As required under Regulations 36(3) of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the relevant information in respect of Director seeking re-appointment at the Annual General Meeting is provided herein below and forms a part of this Notice.
  20. For shareholders holding shares in physical form, please send all correspondence including requests for change of address etc. to RTA of the Company.
  21. The Company has designated an exclusive e-mail id "[hsilinvestors@hsilgroup.com](mailto:hsilinvestors@hsilgroup.com)" for redressal of shareholders' complaints/grievances.
  22. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM facility.
  23. The Board of Directors have appointed Mr. Pravin Kumar Drolia, Company Secretary in whole-time practice, Kolkata (Membership No. F2366, CP: 1362),



as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

24. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him in writing, who shall countersign the same.
25. The result declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.agigreenpac.com](http://www.agigreenpac.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
26. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. 18 September 2024.

#### THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND ATTENDING AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) The e-voting period begins at 9:00 A.M. (IST) on Sunday, 15 September 2024 and ends at 5:00 P.M. (IST) on Tuesday, 17 September 2024. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. on Wednesday, 11 September 2024 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their votes again.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on e-voting facility provided by listed companies, individual shareholders holding shares in demat mode are allowed to vote through their respective demat accounts maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

- (iv) **Login method for e-voting and attending AGM through VC/OAVM for individual shareholders holding shares in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<ol style="list-style-type: none"> <li>A. 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 URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>B. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider ("ESP") for casting his/her vote during the remote e-voting period or attending AGM through VC/OAVM and voting during the meeting. Additionally, there are also links provided to access the system of all ESPs i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the websites of ESPs directly.</li> <li>C. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. Proceed to complete registration using your DP ID, Client ID etc. After successful registration, please follow steps given above to cast your vote.</li> <li>D. Alternatively, the users may directly access the e-Voting module of CDSL as per the following procedure:               <ol style="list-style-type: none"> <li>(i) Click on the link <a href="http://www.cdslindia.com">www.cdslindia.com</a> or on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>(ii) Provide demat account number and PAN.</li> <li>(iii) The system will authenticate the user by sending an OTP on registered mobile number and e-mail id as recorded in the demat account.</li> <li>(iv) After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also to directly access the system of all ESPs.</li> </ol> </li> </ol>
Individual Shareholders holding shares in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting 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 name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or attending AGM through VC/OAVM and voting during the meeting.</li> </ol>

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Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held 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 name and you will be redirected to website of e-voting service provider for casting your vote during the remote e-voting period or attending AGM through VC/OAVM and voting during the meeting.</p>
Individual Shareholders (holding shares in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you 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 name and you will be redirected to the website of e-voting service provider for casting your vote during the remote e-voting period or attending AGM through VC/OAVM and voting during the meeting.

Important note: Shareholders who are unable to retrieve User ID/Password are advised to use "Forgot User ID" and "Forgot Password" option available at abovementioned websites.

### Dedicated helpdesk for individual shareholders holding shares in demat mode for any technical issues related to login/e-voting through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 or 022-23058738/8542/8543.
Individual Shareholders holding shares in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

- (v) Login method for e-voting and attending AGM through VC/OAVM for physical shareholders and shareholders other than individual holding in demat form.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - Click on "Shareholders" module.
  - Now enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Shareholders holding shares in physical form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:
- | <b>For physical shareholders and other than individual shareholders holding shares in demat form</b> |   |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders, if any) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details<br><b>OR</b><br>Date of Birth (DOB)  | 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. <ul style="list-style-type: none"> <li>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 .</li> </ul>                           |



7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
9. For shareholders holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <AGI Greenpac Limited> on which you choose to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
16. If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES AND MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For physical shareholders - Please visit the link: <http://mdpl.in/form> and follow the process for updation of e-mail address and mobile no. as guided therein.

Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-Voting along with the User ID and the password to enable e-Voting. In case of any query, the Member may write to RTA of the Company at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

2. For demat shareholders - Shareholders shall update their e-mail addresses and mobile numbers in respect of electronic holdings with their concerned depository participants by following due procedure as advised by them.

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

1. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the AGM through Laptops/IPads for better experience.
3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [hsilinvestors@hsilgroup.com](mailto:hsilinvestors@hsilgroup.com) by Saturday, 7 September 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Members are also requested to send their queries, if any, by Saturday, 7 September 2024 mentioning their name, demat account number/folio number, email id, mobile number at [hsilinvestors@hsilgroup.com](mailto:hsilinvestors@hsilgroup.com).

**INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall

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be eligible to vote through e-voting system available during the AGM.

3. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
4. 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.

#### Note for Non - Individual Members and Custodians

1. Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
3. 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.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their votes.
5. 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.
6. Non Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address [droliapravin@yahoo.co.in](mailto:droliapravin@yahoo.co.in) and to the Company at the email address viz; [hsilinvestors@hsilgroup.com](mailto:hsilinvestors@hsilgroup.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any query or issues regarding attending AGM and e-voting from the CDSL e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact on toll free no. 1800 22 55 33 or 022-23058738/8542/8543.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33 or 022-23058738/8542/8543.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

##### Item nos. 4 to 6:

It is being informed that pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Anil Wadhwa ("Mr.Wadhwa"), Mr. Rakesh Sarin ("Mr. Sarin") and Ms. Himalyani Gupta ("Ms. Gupta") were appointed as Independent Directors of the Company vide resolutions passed by the Members at their meeting held on 19 September 2020 for a term of 5 (Five) consecutive years commencing from 18 March 2020. Accordingly, the tenure of Mr. Wadhwa, Mr. Sarin and Ms. Gupta will expire by efflux of time on 17 March 2025.

Pursuant to the provisions of Sections 149, 150 and 152 of the Act and other applicable provisions and rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment for a second term of five consecutive years on passing of a Special Resolution by the Company.

Further, in accordance with the provisions of Regulation 17(1C) of Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Since, the first term of the aforesaid Independent Directors will expire after the ensuing Annual General Meeting for FY 2023-24 (64<sup>th</sup> AGM) but before the Annual General Meeting for FY 2024-25, the Board, upon recommendation of Nomination and Remuneration Committee in its meeting held on 2 May 2024 after evaluation of performance of the aforesaid Independent Directors, considers that their association would be of immense benefit to the Company taking into account the external business environment, their business knowledge, core skills and experience and it is desirable to avail the services of Mr. Wadhwa, Mr. Sarin and Ms. Gupta as Independent Directors, who would not be liable to retire by rotation.





Further, the consent of the Members is also being sought to approve the re-appointment of Ms. Gupta, who will be attaining the age of 75 years during her second term of Independent Director of the Company, in terms of the provisions of the Regulation 17(1A) of Listing Regulations by way of special resolution.

The Company has received a declaration from Mr. Wadhwa, Mr. Sarin and Ms. Gupta confirming that they meet the criteria of independence under the Act and Listing Regulations. Further, the Company has also received their consent to act as Directors in terms of Section 152 of the Act and a declaration that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, from Members proposing their candidature for the office of aforesaid Independent Directors.

In the opinion of the Board of Directors, Mr. Wadhwa, Mr. Sarin and Ms. Gupta fulfil the conditions specified in the Act and Listing Regulations for their appointment as Independent Directors of the Company and are independent of the Management.

Copies of the draft letters for the appointment of Mr. Wadhwa, Mr. Sarin and Ms. Gupta as Independent Directors setting out the terms and conditions are available at the registered office of the Company during working days between 3.00 p.m. to 5.00 p.m. upto and during the AGM for inspection by Members and also on the Company's website i.e. [www.agigreenpac.com](http://www.agigreenpac.com).

Except Mr. Wadhwa, Mr. Sarin and Ms. Gupta being the appointees, and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out under item nos. 4 to 6 of the accompanying Notice.

Brief Profiles of Mr. Wadhwa, Mr. Sarin and Ms. Gupta form part of this Notice. This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

The Board recommends the resolutions set forth under item nos. 4 to 6 of the accompanying Notice for approval of the Members by way of special resolutions.

### Information on the Director seeking re-appointment pursuant to the provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India

#### Item No. 3

Name	Mrs. Sumita Somany
Age	57 years
No. of Shares held	161,000 shares
Qualification	Commerce Graduate
Brief Resume and Nature of her Expertise in specific functional areas	She is a professional with insight and rich and varied experience in consumer behaviour, their buying patterns in related field. She possesses expertise in community services. She is a member of Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Corporate Affairs Committee of the Company.
Names of other listed entities in which the Directorship is held	None
Names of other listed entities from which she has resigned in the past three years	None
Chairperson/Member of the Committees of Board of other listed companies	None
Relationships between Directors inter se and other Key Managerial Personnel of the Company	She is related to Mr. Sandip Somany, Chairman and Managing Director of the Company.
Remuneration sought to be paid	Profit related commission and sitting fees for attending meetings of Board of Directors and its Committees thereof.
Remuneration last drawn	₹ 23,30,000
Date of first appointment on the Board	29 May 2014
Terms and Conditions of Appointment	Mrs. Sumita Somany is liable to retire by rotation and being eligible offers herself for re-appointment.
The number of Board meetings attended during the year	4 (Four) Board Meetings held during the year and 3 (Three) meetings attended.
Names of other companies in which the Directorship is held	1. Somany Impresa Limited 2. Four Corner Properties Private Limited
Membership/Chairmanship of the Committees of unlisted companies	Nil

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**Item No. 4**

<b>Name</b>	<b>Mr. Anil Wadhwa</b>
Age	67 years
No. of Shares held	1,000 shares
Qualification	Indian Foreign Service
Brief Resume and Nature of his Expertise in specific functional areas	Mr. Wadhwa is a former Member of the Indian Foreign Service. In the course of 37 years, he has served as Indian Ambassador to Poland, Lithuania, Sultanate of Oman, Thailand, Italy and San Marino. He has served as Secretary (East) in the Ministry of External Affairs in New Delhi from 2014-2016 looking after South-East Asia, Australasia and Pacific, Gulf and West Asian regions. He has also served as Chairman of the Board of World Food Programme (WFP) and a Permanent Representative of India to Food and Agriculture Organisation (FAO) and International Fund for Agricultural Development (IFAD). He is specialized in disarmament and economic relations. He is currently a partner in an LLP - India Pathfinders Strategic Advisors. He is the Chairman of Corporate Social Responsibility (CSR) Committee and member of Audit Committee and Corporate Affairs Committee of the Company.
Names of other listed entities in which the Directorship is held	Cosmo First Limited
Names of other listed entities from which he has resigned in the past three years	Jindal Steel and Power Limited
Chairman/Member of the Committees of Board of other listed companies	Cosmo First Limited <ul style="list-style-type: none"> <li>• Chairman of Corporate Social Responsibility Committee</li> <li>• Member of Audit Committee</li> </ul>
Relationships between Directors inter se and other Key Managerial Personnel of the Company	None
Remuneration sought to be paid	Profit related commission and sitting fees for attending meetings of Board of Directors and its Committees thereof.
Remuneration last drawn	₹ 26,25,000
Date of first appointment on the Board	18 March 2020
Terms and Conditions of Appointment	In accordance with the provisions of the Companies Act, 2013 and other applicable laws, the appointment will be for his second term for consecutive five (5) years w.e.f 18 March 2025 not liable to retire by rotation.
The number of Board meetings attended during the year	4 (Four) Board Meetings held during the year and all meetings attended.
Names of other companies in which the Directorship is held	1. Regency Hospital Limited 2. Galfar Engineering & Contracting (India) Private Limited
Membership/Chairmanship of the Committees of unlisted companies	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the Explanatory statement herein above and the Report on Corporate Governance forming part of the Annual Report for the FY 2023-24.



## Item No.5

Name	Mr. Rakesh Sarin
Age	69 years
No. of Shares held	Nil
Qualification	Degree in Chemical Engineering
Brief Resume and Nature of his Expertise in specific functional areas	Mr. Rakesh Sarin is a chemical engineer and distinguished alumni of IIT BHU, London Business School & Said Business School, Oxford. He has over 47 years of experience in the field of distributed energy, policy advocacy and development of large renewable energy platform. While steering multi-billion dollar global companies, he has developed a wide network and gained strong business insights of Energy Sector as well as acquired valuable acumen to nurture cross cultural human capital. He is a global business leader and has been at the helm of operations of large corporation as CEO and Director on Board of companies spanning across all the continents. He is currently engaged in consulting with corporates, business houses and large international funds to provide advisory and mentorship. He is a member of Nomination and Remuneration Committee, Audit Committee, Risk Management Committee, Corporate Social Responsibility (CSR) Committee and Corporate Affairs Committee of the Company.
Names of other listed entities in which the Directorship is held	None
Names of other listed entities from which he has resigned in the past three years	None
Chairman/Member of the Committees of Board of other listed companies	None
Relationships between Directors inter se and other Key Managerial Personnel of the Company	None
Remuneration sought to be paid	Profit related commission and sitting fees for attending meetings of Board of Directors and its Committees thereof.
Remuneration last drawn	₹ 27,90,000
Date of first appointment on the Board	18 March 2020
Terms and Conditions of Appointment	In accordance with the provisions of the Companies Act, 2013 and other applicable laws, the appointment will be for his second term for consecutive five (5) years w.e.f. 18 March 2025 not liable to retire by rotation.
The number of Board meetings attended during the year	4 (Four) Board Meetings held during the year and all meetings attended.
Names of other companies in which the Directorship is held	<ol style="list-style-type: none"> <li>1. Wellness Mandala Private Limited</li> <li>2. JOPinc Private Limited</li> <li>3. O2 Power Private Limited</li> <li>4. Carbon U Turn Technology Private Limited</li> </ol>
Membership/Chairmanship of the Committees of unlisted companies	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the Explanatory statement herein above and the Report on Corporate Governance forming part of the Annual Report for the FY 2023-24.

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**Item No. 6**

<b>Name</b>	<b>Ms. Himalyani Gupta</b>
Age	70 years
No. of Shares held	Nil
Qualification	Law Graduate
Brief Resume and Nature of her Expertise in specific functional areas	She is an Advocate with over 34 years of experience. She has been practicing law since 1991 and has been a Standing Counsel for Union of India in the Supreme Court. She is a Senior Founding Partner in UHV International Partners which is a leading Delhi based law firm established in 2001. She has rendered legal and advisory services to various Indian and Foreign Corporate Clients. She possesses immense exposure in handling litigations of National importance which have led to the passing of landmark judgments in the field of Constitutional Law. She is a member of Audit Committee and Stakeholders' Relationship (Shareholders'/Investors' Grievance) Committee of the Company.
Names of other listed entities in which the Directorship is held	Cosmo Ferrites Limited
Names of other listed entities from which she has resigned in the past three years	None
Chairperson/Member of the Committees of Board of other listed companies	Cosmo Ferrites Limited <ul style="list-style-type: none"> <li>• Chairperson of Stakeholders Relationship Committee</li> <li>• Member of Nomination and Remuneration Committee</li> </ul>
Relationships between Directors inter se and other Key Managerial Personnel of the Company	None
Remuneration sought to be paid	Profit related commission and sitting fees for attending meetings of Board of Directors and its Committees thereof.
Remuneration last drawn	₹ 25,75,000
Date of first appointment on the Board	18 March 2020
Terms and Conditions of Appointment	In accordance with the provisions of the Companies Act, 2013 and other applicable laws, the appointment will be for her second term for consecutive five (5) years w.e.f. 18 March 2025 not liable to retire by rotation.
The number of Board meetings attended during the year	4 (Four) Board Meetings held during the year and all meetings attended.
Names of other companies in which the Directorship is held	1. Dewarworld Design Private Limited 2. HSR Legal and Accounting Services Private Limited
Membership/Chairmanship of the Committees of unlisted companies	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the Explanatory statement herein above and the Report on Corporate Governance forming part of the Annual Report for the FY 2023-24.