



AGI GREENPAC LIMITED

CIN: L51433WB1960PLC024539

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

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E-mail: agiiinvestors@agigreenpac.com

Website: www.agigreenpac.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE of postal ballot ("**Notice**") is hereby given, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for conducting postal ballot process through e-Voting *vide* General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ("**MCA Circulars**"), to seek the consent of the shareholders ("**Members**") of the Company, in respect of the resolutions appended herein below by way of postal ballot through remote electronic voting ("**e-Voting**").

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the corresponding rules and the MCA Circulars, the Company is sending this Notice in electronic form to all the Members who have registered their email addresses with the Company/Depositories/Registrar & Share Transfer Agent ("**RTA**") as on Friday, November 22, 2024 ("**Cut –off date**"). Physical copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot pursuant to aforesaid MCA Circulars. The communication of assent/dissent of the Members will take place through the e-Voting system only, in compliance with the MCA Circulars. The instructions for e-Voting are appended to this Notice.

The Board of Directors of the Company in their meeting held on 7 November, 2024, has appointed Mr. Pravin Kumar Drolia, Company Secretary in Practice, Kolkata (FCS No. 2366, CP No. 1362), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner. Members are requested to carefully read the instructions in this Notice and cast their vote electronically not later than 5.00 P.M. IST on Thursday, December 26, 2024, failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman in this regard. The results of Postal Ballot shall be declared on or before Saturday, December 28, 2024 and along with the Scrutinizer's report, be communicated to the Stock Exchanges, Central Depository Services (India) Limited (CDSL) and Company's RTA and will also be displayed on the Company's website www.agigreenpac.com

The proposed resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-Voting, i.e. Thursday, December 26, 2024.

SPECIAL BUSINESS

Item No. 1

Appointment of Dr. Laveesh Bhandari (DIN: 00693884) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 of the Companies Act, 2013 (**“Act”**) read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, provisions of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Dr. Laveesh Bhandari (DIN: 00693884), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 7, 2024 and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and not disqualified to be appointed as Director under provisions of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from November 7, 2024 to November 6, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof 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.”

Item No. 2

Appointment of Mr. Nand Gopal Khaitan (DIN: 00020588) as a Non-Executive Non-Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (**“Act”**) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Regulations 17(1A), 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Nand Gopal Khaitan (DIN: 00020588), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 7, 2024 and who has submitted a declaration that he is not disqualified to be appointed as Director under provisions 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 a Director of the Company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company with effect from November 7, 2024, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof 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

Place : Gurugram
Date : November 7, 2024

Ompal
Company Secretary
Membership No. A30926

NOTES:

1. The Explanatory statement as required under Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts in respect of the proposed resolutions is appended to this Notice.
2. In compliance with the MCA circulars, the Postal Ballot Notice is being sent to all the Members, by e-mail, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on Friday, November 22, 2024 (“Cut-off date”) and who have registered their email addresses with the Company’s RTA or depository through the respective depository participants. A person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only.
3. The Notice is also available on the Company's website i.e. www.agigreenpac.com or from the website of CDSL i.e. www.evotingindia.com/
4. The Members who have not yet registered their email address are requested to get their email address registered and cast their votes through e-Voting, in accordance with the procedure set out below:
 - a) Members who have not registered their email address and in consequence could not receive the e-Voting notice may temporarily get their email registered, by visiting the website <http://www.mdpl.in/Form> and following the registration process as guided thereafter. Post successful registration of the email address, the Member would get soft copy of the Notice and the procedure for e-Voting along with the User ID and the password to enable e-Voting for this postal ballot. In case of any queries, the Member may write to RTA of the Company at [mdpldc@yahoo.com/](mailto:mdpldc@yahoo.com)
 - b) Please note that for permanent registration of email address, Members shall register their email address, in respect of electronic holdings with their concerned depository participants by following due procedure. Kindly note that steps taken by Members in respect of physical holdings as enunciated in point 4(a) above shall be sufficient for permanent registration of their email address.
 - c) Members who have already registered their email address are requested to keep their email address validated with their depository participants / the Company’s RTA, receiving future communications in electronic form to their email address.
5. A person whose name appears in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be entitled to vote on the resolutions set forth in the Notice. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / Beneficial Owners as on the Cut-off date.
6. The e-Voting period commences on 9.00 A.M., Wednesday, November 27, 2024 and ends on 5.00 P.M., Thursday, December 26, 2024. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically.
7. All the relevant documents, if any, referred to in the explanatory statement will be available for inspection of the members at the Registered Office of the Company on any working day of the Company between 3:00 p.m to 5:00 p.m during the period of e-Voting i.e. till Thursday, December 26, 2024 and shall also be posted on the website of the Company for online inspection by the members.
8. Pursuant to the rules framed under the Companies Act read with the MCA Circulars, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India and one Bengali daily newspaper circulating in Kolkata.
9. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting on the last date specified for e-Voting i.e. Thursday, December 26, 2024.

Procedure for e-Voting

1. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended, and Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by listed companies, the Company is pleased to provide e-Voting facility to its Members, to exercise their right to vote on the proposed resolution by electronic means.
2. The Company has engaged the services of CDSL as the Authorised Agency to provide e-Voting facilities.
3. The e-Voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-Voting:

Commencement of e-Voting from 9.00 A.M. (IST) on Wednesday, November 27, 2024

End of e-Voting Upto 5.00 P.M. (IST) on Thursday, December 26, 2024

Procedure to Login through Websites of Depositories (CDSL/NSDL)

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<p>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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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. 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.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Proceed to complete registration using your DP ID, Client ID etc. After successful registration, please follow steps given above to cast your vote.</p> <p>D. Alternatively, the users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> Click the on link www.cdslindia.com or on https://evoting.cdslindia.com/Evoting/EvotingLogin Provide demat account number and PAN. The system will authenticate the user by sending an OTP on registered mobile number and e-mail id as recorded in the demat account. 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.
Individual Shareholders holding shares in demat mode with NSDL	<p>A. 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: https://eservices.nsdl.com 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 e-Voting period.</p>

	<p>B. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.</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.

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

Dedicated helpdesk for individual shareholders holding shares in demat mode for any technical issues related to login through Depository(ies) i.e. CDSL and NSDL:

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

Information and instructions for e-Voting by (i) shareholders other than individuals holding shares of the company in demat mode and (ii) all shareholders holding shares of the company in physical mode.

- The shareholders should log on to the e-Voting website 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 and voted on an earlier e-Voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in demat form
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) 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.
Dividend Bank Details OR 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. 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.

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 EVEN for "AGI Greenpac Limited" 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 <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/
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.

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 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/
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 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 drolipravin@yahoo.co.in and to the Company at the email address agiinvestors@agigreenpac.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.

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, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free on 1800 22 55 33 call on 022-23058738/8542/8543.

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

Item No. 1

The Board of Directors of the Company in their Meeting held on November 7, 2024, based on recommendation of the Nomination and Remuneration Committee (“the Committee”), approved the appointment of Dr. Laveesh Bhandari (DIN: 00693884) (“Dr. Bhandari”), as an Additional Director in the category of Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years, with effect from November 7, 2024, subject to approval of Members of the Company.

As per Section 161 of the Companies Act, 2013 (the “Act”), an Additional Director holds office only until the date of the next Annual General Meeting (AGM) or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the appointment of an Independent Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier. Accordingly, the approval of Members is sought for the appointment of Dr. Bhandari as an Independent Director of the Company by passing a Special Resolution through Postal Ballot. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Dr. Bhandari for the Office of Independent Director of the Company.

Dr. Bhandari holds PhD in Economics. He received his PhD from Boston University for which he was awarded the Best Thesis in International Economics. He is President and a Senior Fellow at Centre for Social and Economic Progress. Dr Bhandari has published widely on subjects related to sustainable livelihoods, industrial, economic, and social reforms in India, economic geography, and financial inclusion. He has taught economics at Boston University and IIT Delhi. Apart from applied economics research, Dr Bhandari has built, seeded, and exited from three companies in the research, analytics, and digital domains, including Indicus Analytics, a leading economic research firm. Currently, he is conducting research on issues of inclusion, India’s energy transition, and how it will impact the government as well as the economy.

Dr. Bhandari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. The Company has received a declaration from Dr. Bhandari that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Listing Regulations and not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other authority. He has also submitted all statutory disclosures/ declarations prescribed under the Act and SEBI Regulations. He has further confirmed that he is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties. The directorship(s) held by Dr. Bhandari are within the limits prescribed under the Act and the Listing Regulations.

Dr. Bhandari will be entitled to receive the sitting fees for attending the meetings of the Board and its Committee(s) and also remuneration in terms of Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy of the Company.

A copy of the letter of appointment of Dr. Bhandari setting out the terms and conditions shall be available for inspection of the members at the Registered Office of the Company on any working day of the Company between 3:00 p.m to 5:00 p.m till the last date of e-Voting i.e. Thursday, December 26, 2024 and shall also be posted on the website of the Company i.e. www.agigreenpac.com for online inspection by the members.

In the opinion of the Board, Dr. Bhandari fulfils the conditions specified in the Act and the rules made thereunder and the Listing Regulations, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his professional qualification, knowledge and experience, the Board of Directors is of the opinion that his association would be of immense benefit to the Company, and it would be in the interest of the Company to appoint him as an Independent Director for a period of 5 (five) consecutive years, not liable to retire by rotation, with effect from November 7, 2024 till November 6, 2029. Accordingly, the Board recommends Resolution No. 1 as a Special Resolution to the Members for their approval.

Except Dr. Bhandari being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out under item no. 1 of the accompanying Notice.

The other information, relating to the appointment of Dr. Bhandari as an Independent Director of the Company, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI are provided in **Annexure A** to this Notice.

Item No. 2

Mr. Nand Gopal Khaitan (DIN: 00020588) ("Mr. Khaitan") has been associated with the Company for over two decades. Initially, he was appointed as a Non-Executive Director of AGI Greenpac Limited (then HSIL Limited) in September, 1996. After enactment of the Companies Act, 2013, he was appointed as an Independent Director at the 54th Annual General Meeting (AGM) held on September 27, 2014, for a term of five consecutive years. Subsequently, the shareholders at their 59th AGM, approved the continuation of his directorship and re-appointed him as an Independent Director for a second term of five consecutive years. Accordingly, Mr. Khaitan completed his second term as an Independent Director of Company at the 64th AGM and ceased to be a Director of the Company w.e.f. September 18, 2024, as pursuant to the provisions of the Companies Act, 2013 the maximum tenure permitted to an Independent Director is two consecutive terms of five years each. During his tenure as an Independent Director of the Company, Mr. Khaitan made significant contributions in various Board Matters including Management, Finance, Legal, Corporate Governance etc.

In order to have appropriate balance of Independent Directors/ Non-Independent Directors on the Board of the Company and continue to have the benefits of experience, expertise, skills and contributions of Mr. Khaitan and his continued association and deep understanding of the Company's business, the Board of Directors of the Company, at its meeting held on November 7, 2024, based on recommendation of the Nomination and Remuneration Committee, appointed him as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from November 7, 2024.

As per Section 161 of the Companies Act, 2013 (the "Act"), an Additional Director holds office only until the date of the next Annual General Meeting ("AGM") or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the appointment of a Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier. Accordingly, the approval of Members is sought for the appointment of Mr. Khaitan as a Non-Executive Non-Independent Director of the Company by passing a Special Resolution through Postal Ballot.

Additionally, as per the provisions of the Regulation 17 (1A) of the SEBI Listing Regulations, the approval of the shareholder by way of special resolution is required for the appointment of any person as a Non-Executive Director who has attained the age of 75 years and the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. As Mr. Nand Gopal Khaitan, aged 73 years, who will be attaining the age of 75 years on May 21, 2026, hence the approval of the shareholders of the Company is also sought under Regulation 17(1A) of the Listing Regulation by way of Special Resolution.

Mr. Khaitan is an Attorney-at-Law, Advocate and Notary, practicing in the Hon'ble High Court Calcutta and the Hon'ble Supreme Court of India. He is a Senior Partner of Khaitan & Co. having experience in legal profession. He has handled various kinds of corporate and arbitration matters, commercial and civil litigation, mergers, acquisitions and joint ventures. He holds the reputation of being an executive committee member of the Federation of Indian Chambers of Commerce and Industry (FICCI), President of the Indian Council of Arbitration, New Delhi, and President of the Bharat Chamber of Commerce, Calcutta.

The Company has received a declaration from Mr. Khaitan that he is not disqualified from being appointed as director under Section 164 of the Act and not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other authority and has given his consent to act as a Director of the Company. He has also submitted all statutory disclosures/ declarations prescribed under the Act and Listing Regulations. The directorship(s) held by Mr. Khaitan are within the limits prescribed under the Act and the Listing Regulations. Further, the proposed appointment is in compliance with the Nomination and Remuneration Policy of the Company.

The Company has also received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Khaitan for the Office of Director of the Company. Mr. Khaitan will be entitled to receive the sitting fees for attending the meetings of the Board and its committee(s) and also remuneration in terms of Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy of the Company.

In the opinion of the Board, Mr. Khaitan fulfils the conditions specified in the Act and the rules made thereunder and the Listing Regulations, for his appointment as a Non-Executive Non-Independent Director of the Company. Considering his professional qualification, knowledge and experience, the Board is of the view that it would be in the interest of the Company to appoint him as a Non-Executive Non-Independent Director of the Company. Hence, the Board recommends Resolution No. 2 as a Special Resolution, in relation to the appointment of Mr. Khaitan as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from November 7, 2024, for the approval of the Members of the Company.

Except Mr. Nand Gopal Khaitan being the appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out under item no. 2 of the accompanying Notice.

The other information relating to the appointment of Mr. Khaitan as a Non-Executive Non-Independent Director of the Company, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI, are provided in **Annexure A** to this Notice.

By order of the Board
For AGI GREENPAC LIMITED

Place : Gurugram
Date : November 7, 2024

Ompal
Company Secretary
Membership No. A30926

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 of the Institute of Company Secretaries of India regarding Directors seeking appointment / re-appointment

Dr. Laveesh Bhandari

Age	57 years
No. of shares held	Nil
Qualification	PhD in Economics
Brief Resume and Nature of his Expertise in specific functional areas	Dr. Laveesh Bhandari holds PhD in Economics. He received his PhD from Boston University for which he was awarded the Best Thesis in International Economics. He is President and a Senior Fellow at Centre for Social and Economic Progress. Dr Bhandari has published widely on subjects related to sustainable livelihoods, industrial, economic, and social reforms in India, economic geography, and financial inclusion. He has taught economics at Boston University and IIT Delhi. Apart from applied economics research, Dr Bhandari has built, seeded, and exited from three companies in the research, analytics, and digital domains, including Indicus Analytics, a leading economic research firm. Currently, he is conducting research on issues of inclusion, India's energy transition, and how it will impact the government as well as the economy.
Name of listed entities in which the Directorship is held	NIL
Chairman/Member of the Committees of Board of other listed companies	NIL
Listed Companies from which he resigned in the past three years	NIL
Date of first appointment on the Board	NA
Terms and conditions of appointment	Appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive year, with effect from November 7, 2024 till November 6, 2029
Details of remuneration last drawn	NA
Details of proposed remuneration	Profit related commission as approved by the Shareholders and sitting fees for attending meetings of Board of Directors and its Committees thereof.
Relationships between directors and Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year 2024-25 (upto the date of Postal Ballot notice)	NA

Mr. Nand Gopal Khaitan

Age	73 years
No. of shares held	132
Qualification	B.Com., LL.B.
Brief Resume and Nature of his Expertise in specific functional areas	Mr. Nand Gopal Khaitan is an Attorney-At-Law, Advocate and Notary, practicing in the Hon'ble High Court Calcutta and the Hon'ble Supreme Court of India. He is a Senior Partner of Khaitan & Co. having experience in legal profession. He has handled various kinds of corporate and arbitration matters, commercial and civil litigation, mergers, acquisitions and joint ventures. He holds the reputation of being an executive committee member of the Federation of Indian Chambers of Commerce and Industry (FICCI), President of the Indian Council of Arbitration, New Delhi, and President of the Bharat Chamber of Commerce, Calcutta.
Name of listed entities in which the Directorship is held	<ol style="list-style-type: none"> 1. Mangalam Cement Limited 2. HEG Limited 3. Reliance Chemotex Industries Limited 4. Shyam Metalics and Energy Limited 5. Hindware Home Innovation Limited
Chairman/Member of the Committees of Board of other listed companies	<p>Chairman</p> <p>Audit Committee</p> <ol style="list-style-type: none"> 1. Mangalam Cement Limited <p>Investment Committee</p> <ol style="list-style-type: none"> 1. Mangalam Cement Limited <p>Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> 1. Mangalam Cement Limited <p>Member</p> <p>Audit Committee</p> <ol style="list-style-type: none"> 1. Reliance Chemotex Industries Limited 2. HEG Limited 3. Hindware Home Innovation Limited <p>Internal Complaint Committee</p> <ol style="list-style-type: none"> 1. Mangalam Cement Limited <p>Risk Management Committee</p> <ol style="list-style-type: none"> 1. Mangalam Cement Limited 2. HEG Limited <p>Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. HEG Limited 2. Hindware Home Innovation Limited 3. Mangalam Cement Limited <p>Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> 1. Hindware Home Innovation Limited <p>Corporate Affairs Committee</p> <ol style="list-style-type: none"> 1. Hindware Home Innovation Limited
Listed Companies from which he resigned in the past three years	<ol style="list-style-type: none"> 1. JK Lakshmi Cement Limited (Ceased to be an Independent Director upon completion of his tenure of ten years w.e.f. August 24, 2024) 2. AGI Greenpac Limited (Ceased to be an Independent Director upon completion of his tenure of ten years w.e.f. September 18, 2024) 3. Mangalam Cements Limited (Ceased to be an Independent Director upon completion of his tenure of ten years w.e.f. September 9, 2024) 4. Chase Bright Steel Limited 5. India Power Corporation Limited

Date of first appointment on the Board	27 th September, 1996
Terms and conditions of appointment	Appointed as a Non-Executive Non-Independent Director. Liable to retire by rotation, with effect from November 7, 2024
Details of remuneration last drawn	Mr. Khaitan was paid sitting fees for attending the meeting of the Board of Directors and its Audit Committee meeting and Stakeholders Relationship (Shareholders'/Investors' Grievance) Committee meeting held on July 29, 2024 and Commission of Rs. 20.00 lacs for the year 2023-2024 on September 19, 2024
Details of proposed remuneration	Profit related commission as approved by the Shareholders and sitting fees for attending meetings of Board of Directors and its Committees thereof.
Relationships between directors and Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year 2024-25 (upto the date of Postal Ballot notice)	2 (As an Independent Director)