



**AGI GREENPAC LIMITED**

**CIN:** L51433WB1960PLC024539

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

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**Website:** [www.agigreenpac.com](http://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, rules 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 No. 09/2024 dated September 19, 2024 read with earlier circulars issued by the MCA ("**MCA Circulars**") for conducting such business, to seek the consent of the shareholders ("**Members**") of the Company, in respect of the resolution 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 e-mail addresses with the Company/Depositories/Registrar & Share Transfer Agent of the Company ("**RTA**") as on Friday, December 20, 2024 ("Cut-off date"). Physical copy of this Notice along with Postal Ballot form 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 December 20, 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 by 5.00 P.M. IST on Monday, January 27, 2025, 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 Wednesday, January 29, 2025 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](http://www.agigreenpac.com).

The proposed resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-Voting, i.e. Monday, January 27, 2025.

## **SPECIAL BUSINESS**

### **ITEM NO. 1**

#### **APPROVAL FOR RAISING OF FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES AND/OR EQUITY LINKED SECURITIES BY 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 62 read with Section 23, 42 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other provisions as may be applicable (including any statutory modification or re-enactment thereof) and the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as the **“ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the **“Listing Regulations”**), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Foreign Exchange Management Act, 1999, (**“FEMA”**) including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder, and the circulars or notifications issued thereunder, and the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India, Ministry of Corporate Affairs, Stock Exchanges and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, jurisdictional Registrar of Companies etc.), and approval of the lenders and/or creditors as may be required and other applicable rules, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), and such other approvals as may be necessary, the consent of members of the Company, be and is hereby accorded to raise fund and to create, offer, issue and allot such number of equity shares and/or equity linked securities (**“Securities”**) through one or more of the permissible modes including but not limited to public issue, rights issue, preferential issue, private placement, qualified institutions placement (**“QIP”**) in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered under applicable law, to one or more eligible investors, in one or more tranches, for an aggregate amount of up to INR 1500 Crores (**“Fund Raise”**), on such other terms and conditions as may be mentioned in the offer document and/or placement document and/or private placement offer letter (along with the application form) and/ or such other documents/ writings/ circulars/ memoranda to be issued by the Company in respect of Fund Raise to any eligible person, including Qualified Institutional Buyers, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds, insurance companies and/or any other categories of persons or entities who are authorized to invest in the securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company, (collectively referred to as the **“Investors”**), at such price or at a discount or premium to market price, as may be permitted under applicable laws, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion may deem fit and appropriate and considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchanges, jurisdictional Registrar of Companies, or any other concerned governmental/statutory/regulatory authority in India or abroad, together with any amendments and modifications thereto.

**RESOLVED FURTHER THAT** such issue, offer or allotment shall be by one or more of the following modes, i.e., by way of public issue, rights issue, and/or on a private placement basis, including QIP, with or without over-allotment option and that such offer, issue, placement and allotment be made as per the applicable and relevant laws/guidelines, as the Board may deem fit.

**RESOLVED FURTHER THAT** in the event the issuance is undertaken by way of QIP, following provisions of the ICDR Regulations shall apply:

- (a) the allotment of the Securities shall only be made to Qualified Institutional Buyers (QIB) as defined under Regulation 2(1)(ss) of the ICDR Regulations and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
- (b) the issue and allotment of the Securities, shall be completed within a period of 365 (three hundred and sixty-five) days from the date of passing of the Special Resolution or such other time as may be allowed under the ICDR Regulations, Companies Act, 2013, and/or applicable and relevant laws/guidelines, from time to time;
- (c) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (d) the Securities allotted shall not be eligible to be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- (e) the Securities shall be listed and traded on the stock exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (f) the "relevant date" for determination of the floor price of the Securities to be issued shall be:
  - (i) in case of allotment of equity shares in a QIP, the date of meeting in which the Board decides to open the issue, and/or
  - (ii) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Securities, as may be determined by the Board;
- (g) Issue of the Securities to be made by way of a QIP in terms of Chapter VI of the ICDR Regulations shall be made at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (the "**QIP Floor Price**"), with the authority to the Board to offer a discount of not more than 5% as permitted under ICDR Regulations on the QIP Floor Price;
- (h) the allotment to a single QIB in the proposed QIP issue shall not exceed 50% of the total issue size or such other limit as may be permitted under applicable law as well as the minimum number of allottees specified in the ICDR Regulations shall be complied with;
- (i) the securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid-up basis;
- (j) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs; and
- (k) the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the prior QIP to be undertaken pursuant to the Special Resolution passed through the Postal Ballot.

**RESOLVED FURTHER THAT** in case of issue of Securities, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- (a) makes an issue of Securities by way of capitalization of profits or reserves, other than by way of dividend on shares;
- (b) makes a rights issue;
- (c) consolidates its outstanding Securities into a smaller number of shares;
- (d) divides its outstanding Securities including by way of stock split;
- (e) re-classifies any of its Securities into other securities of the issuer; and
- (f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional securities and the Board or a committee thereof subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such securities that are not subscribed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to creation, offer, issue, allotment or listing of the securities pursuant to the offering, the Board be and is hereby authorized, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the negotiation, finalization and approval of the draft as well as final offer document(s), placement document, and any addenda or corrigenda thereto with the regulatory authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the “**Transaction Documents**”) (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the “**Ancillary Documents**”) as may be required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds INR 100 crore, the Board must make arrangements for the use of 100% of the proceeds of the issue to be monitored by a credit rating agency registered with SEBI and to submit its report in the specified format on quarterly basis, in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolution, the securities to be created, offered, issued, and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and any equity shares that may be created, offered, issued and allotted under the issue or allotted upon conversion of the equity linked instruments issued by the Company shall rank *pari-passu* in all respects including dividend with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the issue including among other things, the date of opening and closing of the issue, the class of investors to whom the securities are to be issued, determination of the number of securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of securities, if any, redemption, allotment of securities, listing of securities at stock exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement, monitoring agency agreement and any other documents as may be required, appoint intermediaries including consultants, lead managers, merchant bankers, advisors, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the Ministry of Corporate Affairs, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges and/or internationally recognised stock exchanges.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Directors of the Company and Company Secretary be and are hereby severally authorized to file, sign and submit the necessary form(s) or return(s) or application(s) or intimation(s) and such other documents with SEBI, stock exchanges or jurisdictional Registrar of Companies or any other concerned authorities and to do all such acts, deeds, matters and things as may be required to give effect to the resolution.

**RESOLVED FURTHER THAT** copies of the foregoing resolutions certified to be true copies by a Director or Company Secretary of the Company be furnished to all concerned as may be necessary.”

**By order of the Board  
For AGI GREENPAC LIMITED**

**Place: Gurugram  
Date: December 20, 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 resolution is appended to this Notice.
2. In compliance with the MCA Circulars, the business set out in the Notice will be transacted through electronic voting system only and accordingly, the Company is providing facility of remote e-voting.
3. 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, December 20, 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.
4. The Notice can be downloaded from the Company's website i.e. [www.agigreenpac.com](http://www.agigreenpac.com) or from the website of CDSL i.e. [www.evotingindia.com/](http://www.evotingindia.com/)
5. 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.
6. 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.
7. The e-Voting period commences from 9.00 A.M. on Sunday, December 29, 2024 and ends at 5.00 P.M. on Monday, January 27, 2025. 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.
8. 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 Monday, January 27, 2025 and shall also be posted on the website of the Company for online inspection by the members.
9. Pursuant to the rules framed under the Companies Act read with the MCA Circulars and the Listing Regulations, 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.
10. Resolution passed by the members through Postal Ballot will be deemed to have been passed effectively at a general meeting on the last date specified for e-Voting i.e. Monday, January 27, 2025.

## 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 Sunday, December 29, 2024**

**End of e-Voting Upto 5.00 P.M. (IST) on Monday, January 27, 2025**

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

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with <b>CDSL</b>	<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 <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.</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 <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.</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"> <li>Click the on 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>Provide demat account number and PAN.</li> <li>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>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>
Individual Shareholders holding shares in demat mode with <b>NSDL</b>	<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: <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 e-Voting period.</p> <p>B. 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>

	C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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.
Individual Shareholders (holding shares in demat mode) login through their <b>Depository Participants</b>	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 <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 022-23058738/8542/8543 or on toll free no. 1800 22 55 33.
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.

**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](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.
- 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) 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 <b>OR</b> 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 EVSN 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/](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.

**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 [agiiinvestors@agigreenpac.com](mailto:agiiinvestors@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](mailto: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

In view of the future outlook of the Company, its growth prospects and proposed acquisition, it is thought prudent for the Company to explore raising funds through the issue of securities as mentioned below. Accordingly, the Board at its meeting held on 20<sup>th</sup> December, 2024 has approved, raising of funds, in one or more tranches for an aggregate amount of up to INR 1500 Crores (INR Fifteen Hundred Crore) by way of issuance of equity shares and/or equity linked securities, in one or more tranches, through the permissible modes including but not limited to Public Issues/ Rights Issue/ Private Placement/ Preferential Issue/ Qualified Institutions Placement, or such other methods or combinations thereof as set out in the resolution under item no. 1 of the accompanying notice.

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as the ("**ICDR Regulations**")), and other applicable law, guidelines, notifications, rules and regulations, each as amended.

Pursuant to Sections 23, 42 and 62 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members is required to be obtained by a special resolution for making any further issue of Equity Shares or Equity Linked Securities to any person(s) other than the existing members of the Company.

Accordingly, as approved by the Board of Directors of the Company ("**Board**") at their meeting held on December 20, 2024 and in order to fulfill the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares and/or equity linked securities or any combination thereof ("**Securities**"), in accordance with applicable law, in one or more tranches through one or more of the permissible modes including but not limited to public issue, right issue, preferential issue, private placement, qualified institutions placement in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or through any other permissible mode and/or combination thereof as may be considered under applicable law for an aggregate amount of up to INR 1500 Crore (INR Fifteen Hundred Crore) or any combination thereof, in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, consultation with the advisors appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, jurisdictional Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time.

In the event the issuance is undertaken by way of QIP, following provisions of the ICDR Regulations shall apply:

1. the allotment of the Securities shall only be made to Qualified Institutional Buyers (QIB) as defined under Regulation 2(1) (ss) of the ICDR Regulations and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

2. the issue and allotment of the Securities, shall be completed within a period of 365 (three hundred and sixty-five) days from the date of passing of the Special Resolution or such other time as may be allowed under the ICDR Regulations, Companies Act, 2013, and/or applicable and relevant laws/guidelines, from time to time;
3. the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
4. the Securities allotted shall not be sold by the allottee for a period of 1 (one) year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
5. the Securities shall be listed and traded on the stock exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
6. the "relevant date" for determination of the floor price of the Securities to be issued shall be:
  - (i) in case of allotment of equity shares in a QIP, the date of meeting in which the Board decides to open the issue, and/or
  - (ii) in case of allotment of eligible convertible securities in a QIP, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Securities, as may be determined by the Board;
7. Issue of the Securities to be made by way of a QIP in terms of Chapter VI of the ICDR Regulations shall be made at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (the "**QIP Floor Price**"), with the authority to the Board to offer a discount of not more than 5% as permitted under ICDR Regulations on the QIP Floor Price;
8. the allotment to a single QIB in the proposed QIP issue shall not exceed 50% of the total issue size or such other limit as may be permitted under applicable law as well as the minimum number of allottees specified in the ICDR Regulations shall be complied with;
9. the securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid-up basis;
10. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs; and
11. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the prior QIP to be undertaken pursuant to the special resolution passed through the Postal Ballot.

In the event of issuance of Securities by way of further public offer as per provisions of Chapter IV of the ICDR Regulations, an issue of Securities shall be made at a price which will be determined through book building process or any other permissible method under the ICDR Regulations as the Board may decide in consultation with book running lead managers. The Securities shall be made available for allocation to all category(ies) of persons as permitted under the applicable laws, including without limitation, eligible employees and promoters of the Company.

Further, Section 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of equity shares and/or equity linked securities of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for issuance of Securities.

The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the accompanying Notice except to the extent of their shareholding in the Company, if any.

The Board recommends the Resolution set out in Item No. 1 of the accompanying Notice as a **Special Resolution** to the Members for their approval.

**By order of the Board  
For AGI GREENPAC LIMITED**

**Ompal  
Company Secretary  
Membership No. A30926**

**Place: Gurugram  
Date: December 20, 2024**