



AGI GREENPAC LIMITED
CIN: L51433WB1960PLC024539
Registered Office: 2, Red Cross Place, Kolkata – 700 001, West Bengal, India
Phone: +91-33-2248 7407/5668,
E-mail: agiinvestors@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 is hereby given, in accordance with the provision of Section 110 read with Section 108 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions, if any, of the Act, and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), as amended from time to time read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the Resolution appended below is proposed to be passed by the Members of AGI Greenpac Limited (“**Company**”) as Special Resolution by way of Postal Ballot by voting through electronic means (“**remote e-Voting**”).

In compliance with the aforesaid MCA Circulars and Regulation 44 of the SEBI Listing Regulations, this Postal Ballot Notice is being sent through electronic mode only to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-Voting. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act, pertaining to the Special Resolution setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board at its meeting held on January 28, 2026, has appointed Mr. Pravin Kumar Drolia, Company Secretary in Practice, Kolkata (FCS No. 2366, CP No. 1362), as the Scrutinizer for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commences from 9.00 AM (IST) on Thursday, February 5, 2026 and ends at 5.00 P.M. (IST) on Friday, March 6, 2026. Members desiring to exercise their vote through the remote e-Voting are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Friday, March 6, 2026. Remote e-Voting will be blocked immediately thereafter and no e-Voting will be allowed beyond the said date and time. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-Voting facility to its Members.

The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman in this regard, upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot/e- voting shall be declared within 2 (two) working days from the conclusion of remote e-Voting and the same, along with the

Scrutinizer's Report, will be placed on the website of the Company at www.agigreenpac.com and on website of CDSL at www.evotingindia.com as well as on websites of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com.

The resolution, if passed by the requisite majority shall be deemed to have been passed on Friday, March 6, 2026, i.e., the last date specified for receipt of votes through the e-Voting process.

SPECIAL BUSINESS

ITEM NO. 1

TO CONSIDER AND APPROVE ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to give assent or dissent, to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 of the Companies Act, 2013 (“the Act”) and the other applicable provisions of the Act and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and subject to such other necessary approvals, if any, as may be required in this regard from appropriate authorities, the consent of the members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association (“MOA”) of the Company by inserting the following new sub clause (7G) after existing sub clause (7F) of the MOA of the Company in the following manner:

“7G. To carry on the business of manufacturing, wholesaling, retailing, importing, exporting, distributing, and dealing in, whether as wholesalers, retailers, franchisors, principals, agents, brokers, or otherwise, all kinds of personal care products, including fragrances, perfumes (including industrial perfumes), body sprays, deodorants, and other similar products; home care products, including scented candles, reed diffusers, car perfumes, and other aromatic products; and kitchenware and tableware products, including tableware, dinnerware, glassware, lunch boxes, ceramicware, soap dispensers, candle jars, and other household and decorative items, filled water bottles; and to engage in all activities related thereto, including marketing, sales, and distribution, in India and abroad, and to design, develop, manufacture, and market all types of products and goods that are used for personal care, home care, kitchen, and tableware, and to provide services related thereto.”

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 severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other regulatory or statutory authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this 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 the order of Board of Directors
For **AGI Greenpac Limited**

Date: January 28, 2026
Place: Gurugram

Ompal
Company Secretary & Compliance Officer
Membership No: ACS 30926

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business Item No.1 forms part of this Postal Ballot Notice.
2. In compliance with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) on Friday, January 30, 2026, (“the Cut-off date”), which will be considered for the purposes of voting.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI 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 through this Notice. 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 will be provided by CDSL.
4. In line with MCA Circulars, the Notice has also been placed on Company’s website <https://agigreenpac.com>, website of CDSL at www.evotingindia.com and websites of stock exchange i.e., www.bseindia.com and www.nseindia.com.
5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. Friday, January 30, 2026. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-Voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
6. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

I	Commencement of e-Voting	Thursday, February 5, 2026
II	Conclusion of e-Voting	Friday, March 6, 2026
	(both days inclusive)	

The facility for voting through electronic means will be disabled for voting by CDSL upon expiry of the aforesaid voting period.

7. 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/
 - 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 7(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.

8. Mr. Pravin Kumar Drolia, Company Secretary in Practice, Kolkata (FCS No. 2366, CP No. 1362) has been appointed as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
9. The results of the Postal Ballot/e-Voting shall be declared within 2 (two) working days from the conclusion of remote e-Voting. The result will be announced by the Chairperson or any other person authorized by the Chairman in this regard at the Registered Office of the Company at 2, Red Cross Place, Kolkata-700001, West Bengal, India.
10. The results declared along with scrutinizer's report shall be placed on the Company's website i.e. www.agigreenpac.com besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e., Friday, March 6, 2026.
11. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees up to and including the date of declaration of results of Postal Ballot. Members desirous of inspecting the same may send their requests at agiinvestors@agigreenpac.com from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.
12. Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register / update the same by writing to the Company or its RTA along with copy of signed request letter in form ISR-1 and other forms as per instructions mentioned in the form. The forms can be downloaded from RTA's website at <http://www.mdpl.in/downloads.php> or from the Company's website at www.agigreenpac.com.

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, 2014, 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 Thursday, February 5, 2026.

End of e-Voting Upto 5.00 P.M. (IST) on Friday, March 6, 2026.

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

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	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. 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.

	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. D. Alternatively, the users may directly access the e-Voting module of CDSL as per the following procedure: - 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	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. 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. 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.
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- 62343611/24/26 or on toll free no. 1800 21 09 911.
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 022-48867000/022-69489498/9309/9496

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.

- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For shareholders holding shares in physical form the details can be used only for e-Voting on the resolution contained in this Notice.
- Click on the EVSN for “AGI Greenpac Limited” to vote.
- 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.
- Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- 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 resolution 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 droliapravin@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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-62343611/24/26.

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

Item No. 1

The Company intends to expand its retail portfolio into adjacent finished goods and lifestyle categories as part of its long-term growth and diversification strategy. To achieve this, the Company proposes to diversify its business operations by entering into the new retail business segments of home care, personal care, kitchenware, and tableware products. This diversification will enable the Company to promote the use of glass packaging and provide comprehensive solutions to its customers seeking such services. Accordingly, the Company proposes to amend the object clause of its Memorandum of Association by inserting a new clause 7G, as set out below, to permit the Company to engage in the retail business of home care, personal care, kitchenware, and tableware products, in accordance with the provisions of the Companies Act, 2013:

“7G To carry on the business of manufacturing, wholesaling, retailing, importing, exporting, distributing, and dealing in, whether as wholesalers, retailers, franchisors, principals, agents, brokers, or otherwise, all kinds of personal care products, including fragrances, perfumes (including industrial perfumes), body sprays, deodorants, and other similar products; home care products, including scented candles, reed diffusers, car perfumes, and other aromatic products; and kitchenware and tableware products, including tableware, dinnerware, glassware, lunch boxes, ceramicware, soap dispensers, candle jars, and other household and decorative items, filled water bottles; and to engage in all activities related thereto, including marketing, sales, and distribution, in India and abroad, and to design, develop, manufacture, and market all types of products and goods that are used for personal care, home care, kitchen, and tableware, and to provide services related thereto.”

A copy of the MOA of the Company together with the proposed alterations is available for inspection through electronic mode and shall remain open and be accessible to any members from the date of dispatch of this Postal Ballot Notice upto the last day of voting and shall also be available on the Company's website.

Pursuant to Section 13 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required to alter the Main Object Clause of Memorandum of Association of the Company as a special resolution.

The Board of Directors at its meeting held on January 28, 2026, has approved alteration of the above Object Clause of its MOA as detailed in Resolution no.1, subject to the approval of the shareholders, Registrar of Companies and such other authorities as may be applicable from time to time.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in anyway concerned or interested, financially or otherwise, in the said Resolution No. 1 except to the extent of the shares, if any, held by them in the Company.

The Board recommends to the Shareholders the Resolution set out in Item No. 1 of this Notice as a Special Resolution.

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

Date: January 28, 2026
Place: Gurugram

Ompal
Company Secretary & Compliance Officer
Membership No: ACS 30926