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

Notice is hereby given that the 66th Annual General Meeting of the members of AGI Greenpac Limited will be held on Tuesday, 22 September 2026 at 12:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES

1. To consider and adopt:

   The Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2026, the reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2026 and Auditors' Report thereon.

2. To declare a dividend on equity shares for the financial year ended 31 March 2026.

3. To appoint a Director in place of Mrs. Sumita Somany (DIN: 00133612) who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES

4. **To appoint Mr. Shashvat Somany (DIN: 10058462) as a Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the applicable provisions of Articles of Association of the Company, Mr. Shashvat Somany (DIN: 10058462), who was recommended by the Nomination and Remuneration Committee and the Board of Directors for appointment as Director, and who has submitted a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company w.e.f. 1 October 2026, liable to retire by rotation.

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

5. **To appoint Mr. Shashvat Somany (DIN: 10058462) as the Joint Managing Director of the Company and remuneration payable thereof**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and provisions of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and upon recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, and subject to such other approvals and/or sanctions as may be deemed necessary, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Shashvat Somany (DIN: 10058462) as Joint Managing Director of the Company for a term of 5 consecutive years, commencing from 1 October 2026 till 30 September 2031, on terms and conditions including remuneration by way of salary, commission, perquisites and/or allowances, contained in the draft Agreement to be entered into between the Company and Mr. Shashvat Somany, and the said Agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter, vary and modify the terms, conditions and stipulations of the said appointment and remuneration (including increments in the remuneration, from time to time, if any), provided, however, that the remuneration payable to Mr. Shashvat Somany may exceed the limits specified in Regulation l7(6)(e) of the Listing Regulations subject to compliance with the applicable limits and conditions prescribed under Schedule V of the Act or any statutory modification thereof for the time being in force.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, during his tenure, the existing remuneration, i.e., salary, perquisites and allowances thereof, shall be paid as minimum remuneration subject to the provisions of Part II of Schedule V of the Act or any amendments 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 authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution."

6. **To approve the payment of remuneration payable to Chairman and Managing Director and Joint Managing Director (Promoter Directors) of the Company in excess of the limit prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

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

"**RESOLVED THAT** pursuant to Regulation 17(6)(e)(ii) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, ("Act") and upon recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other approvals and/or sanctions, if any required, consent of the members of the Company be and is hereby accorded for the payment of aggregate annual remuneration payable to Mr. Sandip Somany, Chairman and Managing Director, and Mr. Shashvat Somany, Joint Managing Director (being Executive Directors belonging to the Promoter/Promoter Group), exceeding 5% of the net profits of the Company, computed in the manner laid down under Section 198 of the Act, in any financial year during their respective tenures.

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

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

(Ompal)
Company Secretary
Membership No.: A30926

Place: Gurugram
Date: 28 July, 2026

NOTES

1. Explanatory Statement, setting out the material facts concerning the item of Special Businesses to be transacted at the Annual General Meeting ("AGM") pursuant to Section 102 of the Companies Act, 2013, ("Act") is annexed hereto and forms part of the Notice.

2. Pursuant to the General Circular no. 03/2025 dated 22 September 2025 issued by the Ministry of Corporate Affairs (“MCA”) read with earlier circulars issued by MCA in this regard and in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and various circulars issued by SEBI in this regard from time to time, (hereinafter collectively referred to as “Circulars”), Companies are allowed to hold AGM through Video Conferencing/Other Audio Video Mode (“VC/OAVM”), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 66th AGM of the Company is being held through VC/OAVM on Tuesday, 22 September, 2026 at 12:30 P.M. (IST) which does not require the physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

3. As the AGM will be held through VC/OAVM, in compliance with the Circulars, where physical presence of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies under Section 105 of the Act is not available for this AGM, hence Proxy Form, Attendance Slip and Route Map of AGM venue are not annexed to this notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting for participation and voting in the AGM through VC/OAVM.

4. Pursuant to Section 113 of the Act, Institutional/ Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-voting/attending the AGM, to agiinvestors@agigreenpac.com.

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In case of voting by joint holders, voting by such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be counted for the purpose of this Meeting.

7. Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

9. In conformity with the Circulars, Notice of the AGM along with the Annual Report for the FY 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the FY 2025-26 are also available on the Company’s website www.agigreenpac.com, websites of National Stock Exchange of India Limited and BSE Limited i.e. www.nseindia.com and www.bseindia.com respectively and on the website of CDSL i.e. www.evotingindia.com.

10. SEBI, vide Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28 December 2023, has provided an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution (‘ODR’) through a common ODR portal. Pursuant to above-mentioned Master Circular, post exhausting the option to resolve their grievance with the Company/its Registrar and Share Transfer Agent ("RTA") directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through our website at www.agigreenpac.com. Members can access the SEBI Circulars on the website of SEBI at https://www.sebi.gov.in.

11. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 16 September 2026 to Tuesday, 22 September 2026 (both days inclusive). Dividend on Equity Shares, if declared at the meeting, will be paid to those shareholders whose names appear in the Company's Register of Members and List of Beneficial Owners as on close of business hours of 15 September 2026, furnished by NSDL/CDSL. The dividend, if declared, shall be paid by 29 September 2026.

    With effect from 18 November 2025, dividends shall be processed only in electronic mode and payment through dividend warrants or cheques has been discontinued.

    Payment shall be made subject to:

    - Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/RTA (for shareholders holding shares in physical form)
    - Updating of bank details with DPs (for shareholders holding shares in dematerialized form)

12. As mandated by SEBI, Dividend, if declared, at the AGM will be credited to the bank account of respective shareholders through National Electronic Clearing Service ("NECS")/Electronic Clearing Service ("ECS") where such facility is available. Members holding shares in electronic mode are therefore requested to furnish their bank particulars in which they wish to receive dividend, through their Depository Participants ("DPs"). Members holding shares in physical form and desirous of availing the NECS/ECS facility, are requested to update their bank particulars by sending it to the Company's Registrar and Share Transfer Agent ("RTA"), M/s. Maheshwari Datamatics Private Limited, directly for instant credit of dividend and other cash entitlements.

    Shareholders of the Company are informed that pursuant to the provisions of Section 124(5) of the Act, the amount of dividend which remains unpaid/unclaimed for a period of 7 consecutive years is required to be transferred to the 'Investor Education & Protection Fund' ("IEPF") constituted by the Central Government. Accordingly, unpaid/unclaimed dividend upto the financial year 2017-18 has been transferred to IEPF. Shareholders whose unclaimed dividend has been transferred to IEPF, as above, may claim refund from IEPF in accordance with provisions of the Act and rules made thereunder.

    Shareholders who have not encashed their dividend warrant(s) for the financial years from 2018-19 to 2024-25 are requested to make claim with the Company immediately. Dividend declared by the Company for the financial year 2018-2019 which remains unpaid/unclaimed is due for transfer on or after 4 October, 2026 to IEPF. A statement containing names, last known addresses and unpaid dividend of such shareholders is available on the website of the Company www.agigreenpac.com.

    Further, pursuant to the provisions of Section 124 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed by the shareholders for 7 consecutive years, the Company is required to transfer such equity shares of the Members to the demat account of the IEPF. The Company has sent a communication to all shareholders concerned and had also published a Notice in the leading newspaper both in English and Vernacular paper, with respect to the formalities and process of such transfers. Accordingly, the Company has transferred equity shares of ₹ 2/- each to IEPF in respect of the shareholders whose dividend was not encashed for 7 consecutive years from 2017-18, data of which are available on the website of the Company. Similarly, the Company will transfer such shares to demat account of IEPF Authority on which dividend for the financial year 2018-19 will remain unclaimed for seven consecutive years, as per the guidelines issued by the concerned authority(ies) from time to time in this regard.

13. The Company is required to deduct tax at source from payment of dividend to shareholders at the rates prescribed under the Income Tax Act, 2025. Hence, members are requested to update their residential status, Permanent Account Number (PAN), Category as per the Income Tax Act, 1961 with their Depository Participant or in case shares are held in physical form, with the Company/RTA, by sending documents through e-mail by Saturday, 12 September 2026.

14. SEBI has mandated Listed Companies to issue securities in demat form only while processing service request viz. issue of duplicate share certificates, claim from Unclaimed Suspense Account, Renewal/ Exchange of share certificate, Endorsement, sub-division, split of share certificate, consolidation of folio/ certificates, transmission and transposition. Thus, Members are requested to make service request by submitting a duly filled and signed Form ISR-1, ISR-2, ISR-3, ISR-4 and SH-13, the format of which is available on the Company website https://agigreenpac.com/furnishing-of-pan-and-kyc-details-and-nomination-by-holders-of-physical-securities/ and on the website of RTA at http://mdpl.in/downloads.php/. It may be noted that service request can be processed only after the folio is KYC compliant as above. For any assistance in this regard, members may contact the RTA.

15. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/9/CIR/2023/70 dated 17 May 2023 read with SEBI Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16 March 2023 has made it mandatory for all holders of Physical securities in listed companies to furnish PAN, Nomination/Declaration to opt-out of Nomination, Contact details, Bank Account details and Specimen Signature to the Company/RTA of the Company.

16. Members holding shares in physical form and desirous of making a nomination or cancellation/variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit the prescribed Form No. SH 13 to the RTA of the Company for nomination and Form No. SH 14 for cancellation/variation as the case may be. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. Shareholders holding shares in demat form are also advised to avail nomination facility by submitting the prescribed form to their respective DPs.

17. As a part of 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA of the Company in case the shares are held by them in physical form.

18. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to Company's RTA viz. M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata –700 001, the details of such folios together with the share certificates for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022.

19. Electronic copy of the Notice of the AGM of the Company inter alia indicating the process and manner of remote e-voting is being sent to all Members whose email IDs are registered with the Company/Depository Participant(s) (DP) for communication purposes. For Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email address by writing to agiinvestors@agigreenpac.com to receive Annual Report. Members holding shares in dematerialized mode and who have not registered their email address are requested to update their email address with the relevant DP to receive Annual Report.

20. Members holding shares in demat form are requested to update their bank account details with their respective Depository Participant. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

    Effective 1 April 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode. Accordingly, payment of dividend for the FY 2025-26, subject to approval at the AGM, shall be made to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by Saturday, 12 September 2026, by writing to the Company's RTA, Maheshwari Datamatics Private Limited, at contact@mdplcorporate.com. The forms for updating the same are available at https://agigreenpac.com/furnishing-of-pan-and-kyc-details-and-nomination-by-holders-of-physical-securities/

21. As required under Regulations 36(3) of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the relevant information in respect of Director seeking appointment/re-appointment at the AGM is provided herein below and forms a part of this Notice.

22. For shareholders holding shares in physical form, please send all correspondence to RTA of the Company.

23. The Company has designated an exclusive e-mail id "agiinvestors@agigreenpac.com" for redressal of shareholders' complaints/grievances.

24. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM facility.

25. All document(s) referred to in the accompanying Notice and the Explanatory Statement will also be available for inspection through electronic mode till the date of the AGM.

26. In terms of Regulation 36(1)(b) of the Listing Regulations the Letter providing the web-link, including the exact path, where complete details of the Annual Report

is available, is being sent to those shareholder(s) who have not registered their email address with the Company/RTA/DPs/Depositories.

27. The Board of Directors have appointed Mr. Pravin Kumar Drolia, Company Secretary in whole-time practice, Kolkata (Membership No. F2366, CP: 1362), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

28. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him in writing, who shall countersign the same.

29. The result declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.agigreenpac.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

30. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. 22 September 2026.

The instructions for shareholders for remote e-voting and attending agm through vc/oavm are as under:

Procedure for e-Voting

(i) The e-voting period begins at **9.00 A.M. (IST) on Saturday, 19 September 2026 and ends at 5.00 P.M. (IST) on Monday, 21 September 2026.** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. on Tuesday, 15 September 2026 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their votes again.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on e-voting facility provided by listed companies, individual shareholders holding shares in demat mode are allowed to vote through their respective demat accounts maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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/MUFGINTIME, 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: (i) Click the on link www.cdslindia.com or on https://evoting.cdslindia.com/Evoting/EvotingLogin (ii) Provide demat account number and PAN. (iii) The system will authenticate the user by sending an OTP on registered mobile number and e-mail id as recorded in the demat account. (iv) After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also to directly access the system of all ESPs.

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: 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. 2) 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. 3) 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.com 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.

1. The shareholders should log on to the e-Voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.

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

Instructions for Members attending the AGM through VC/OAVM are as under:

1. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the AGM through Laptops/IPads for better experience.
3. Further members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at agiinvestors@agigreenpac.com by 12 September 2026. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The members are also requested to send their queries, if any, by 12 September 2026 mentioning their name, demat account number/folio number, email id, mobile number at agiinvestors@agigreenpac.com.

Instructions for Members for E-Voting during the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
4. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non-Individual Members and Custodians

1. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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.

If you have any query or issues regarding attending AGM and e-voting from the CDSL e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact on toll free no. 022-62343611/24/26 or toll free no. 1800 21 09 911.

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 or toll free no. 1800 21 09 911.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 & 5

Mr. Shashvat Somany (DIN: 10058462) currently serves as the Head of Strategy of the Company and is designated as Senior Management Personnel. In order to strengthen the Board's composition and leverage his leadership capabilities, upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 28 July 2026, pursuant to the provisions of the Companies Act, 2013 ("Act") read with the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), recommended to the shareholders for approval of the appointment of Mr. Shashvat Somany (DIN: 10058462) as a Director, and further as Joint Managing Director of the Company for a term of five (5) consecutive years with effect from 1 October 2026, liable to retire by rotation. Pursuant to Section 203 of the Act, Mr. Shashvat Somany, upon appointment as Joint Managing Director shall also be designated as a Whole-time Key Managerial Personnel (KMP) of the Company.

Mr. Shashvat Somany, aged 31 years, holds an MBA in Tech & Analytics from London Business School and a BA in Economics and Psychology from the University of California, Los Angeles (UCLA). In his current role as Head of Strategy of the Company, he is responsible for shaping the Group's long-term strategic direction and partnering with business leaders to drive growth, operational excellence, and innovation. He is also the Founder of Tattva, the Group's corporate venture capital arm, which invests in high-growth opportunities that complement and strengthen the Group's core businesses. He began his career in consulting, advising clients across consumer appliances, FMCG, and telecommunications, before moving into corporate strategy roles. He champions community initiatives within the Group, reflecting his commitment to societal impact, and also served as Past Chairman of the Economic Affairs Committee at the PHD Chambers of Commerce and Industry.

The abstract of the proposed terms and conditions of the appointment and remuneration payable to Mr. Shashvat Somany (as Joint Managing Director of the Company), as embodied in the draft Agreement to be entered into by Mr. Shashvat Somany with the Company, are as follows:

1. **Period of Appointment**

   Five years commencing from 1 October 2026 till 30 September 2031.

2. **Remuneration:**

   a) **SALARY:** ₹ 2,52,00,000/-per annum (In the scale of ₹ 2,52,00,000/- - ₹ 27,00,000/- ₹ 3,60,00,000/-)

   b) **COMMISSION:** At such rate of the net profit of the Company as approved by Board of Directors of the Company for each financial year so that the total remuneration paid to Mr. Shashvat Somany does not exceed 3% of the net profits of the Company for each financial year, computed in the manner laid down in Section 198 of the Companies Act, 2013.

   c) **PERQUISITES:** Mr. Shashvat Somany will be entitled to the following perquisites in addition to his Salary and Commission restricted to an amount equal to the annual salary of Mr. Shashvat Somany:

Unless the context otherwise requires, perquisites are classified into three categories A, B and C as follows:

CATEGORY – A

This will comprise of house rent allowance, leave travel concession, medical reimbursement, club fees, personal accident insurance and such other benefits, facilities and allowances as may be available and allowed to Mr. Shashvat Somany, as per rules of the Company. These may be provided as under:

Housing

i) The expenditure incurred by the Company on hiring furnished accommodation for Mr. Shashvat Somany shall be subject to a ceiling of sixty percent (60%) of the salary, over and above Ten (10%) percent thereof payable by Mr. Somany.

ii) In case the accommodation is owned by the Company, Ten (10%) percent of the salary of Mr. Shashvat Somany shall be deducted by the Company.

iii) In case no accommodation is provided by the Company, Mr. Shashvat Somany shall be entitled to House Rent Allowance subject to the ceiling laid down under Clause (i) above.

Explanation

The Expenditure incurred by the Company on Gas, Electricity, Water and Furnishing shall be valued as per the Income Tax Rules, 2026. This shall, however, be subject to a ceiling of Ten (10%) percent of the salary of Mr. Shashvat Somany.

Medical Reimbursement

All medical expenses incurred for self and his family including hospitalization, nursing home and surgical charges in India and/or abroad or both subject to a ceiling of one month's salary in a year or five month's salary over a period of five years.

Leave Travel Concession

For Mr. Shashvat Somany and his family, once in a year incurred in accordance with the rules of the Company.

Club Fees

Fees of Clubs subject to a maximum of two Clubs. This will not include admission and life membership fees.

Personal Accident Insurance

Of an amount, the annual premium of which does not exceed ₹ 10,000/- per annum for Mr. Shashvat Somany.

Other benefits and Allowances

Any other benefits, facilities and allowances as may be available and allowed to Mr. Shashvat Somany, as per rules of the Company.

The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable, otherwise at actual.

CATEGORY –B

i) Contributions to Provident Fund and Superannuation/ Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 2025.

ii) Gratuity payable shall be half a month's salary for each complete year of service.

iii) Encashment of Leave at the end of the tenure will be permitted and will not be included in the computation of the ceiling on perquisites.

CATEGORY – C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Shashvat Somany. He shall also be provided with a mobile, laptop and internet connection or any other such device for the purpose of the Company's business, which will also not form part of perquisites.

Overall Remuneration

Subject to an overall limit of three percent (3%) of the net profits of the Company, as computed in accordance with the provisions of Section 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto, the remuneration payable to Mr. Shashvat Somany may exceed the limits specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation"), or any statutory modification or amendment thereof made from time to time.

Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of office of Mr. Shashvat Somany, the Company shall pay him remuneration by way of consolidated salary, perquisites and allowances in accordance with the limits laid down under Section II of Part II of the amended Schedule V to the Act as may be for the time being in force.

Sitting Fee

Mr. Shashvat Somany shall not, so long as he acts as the Joint Managing Director of the Company, be paid any sitting fee for attending any meeting of the Board or Committee thereof.

Other Terms

Mr. Shashvat Somany shall not, during the continuance of his employment hereunder or at any time thereafter, divulge or disclose to any person or make use whatever for his own or for any other purpose any confidential information or knowledge acquired by him during his employment under the Company as to the business or affairs of the Company or as to any trade secret or secrets, processes of the Company and shall, during the continuance of his employment hereunder, use his best endeavors to prevent any other person from doing so.

The Board of Directors may, in their discretion, revise or modify any of the terms of appointment and remuneration from time to time pursuant to the provisions of the Act read with Schedule V thereto and SEBI Listing Regulations.

Termination

Mr. Shashvat Somany shall be entitled to determine his services by giving six (6) months' notice in writing to the Company. The Company shall also be entitled without assigning any reason whatsoever, to terminate the agreement on giving to Mr. Somany, six (6) months' salary as specified in Clause 2 (a) herein above in lieu of six months' notice required to be given under this Clause.

Service of Notice

Any notice to be given hereunder shall be sufficiently given or served in case of Mr. Shashvat Somany by being delivered either personally to him or left for him at his address last known to the Company or sent by registered post addressed to him at such address and in the case of the Company by being delivered at or sent by registered post addressed to its registered office, any such notice if so posted shall be deemed served on the day following that on which it was posted.

Further, in accordance with the requirements of Regulation 17(6)(e) of the Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if

i. the annual remuneration payable to such executive director exceeds ₹ 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or

ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Accordingly, the approval of the shareholders of the Company by way of special resolution is also being sought for the payment of remuneration to Mr. Shashvat Somany under Regulations 17 (6) of the Listing Regulations.

In pursuance of Section II of Part II of Schedule V of the Act, following further information is given:

1. General Information

Nature of industry	Manufacturing of Container Glass, PET Containers, Caps and Closures
Date or expected date of commencement of commercial production	8 February 1962
In case of new Company, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
Financial performance based on given indicators	Financial year 2025-26 Revenue from operations: ₹ 2,665.32 crore Profit after Tax: ₹ 352.21 crore Rate of Dividend: 350% i.e., ₹7/- per equity share of ₹ 2/- each Earnings per Share: ₹ 54.44 per share
Export performance and net foreign exchange earnings	The Company had exported products worth ₹ 8,832.34 lakhs during the financial year 2025-26. Foreign Exchange earned and used during financial year 2024-25 and 2025-26: (see table below)
Foreign investments or collaborators, if any.	The Company has one foreign subsidiary viz. Sun Reach Pack, FZE in Dubai, UAE.

(₹ in Lakh)

	2025-26	2024-25
Foreign exchange earned:	8,832.34	4,204.75
Foreign exchange used:	18,448.58	19,968.40

2. Information about the appointee:

Background Details	Mr. Shashvat Somany currently serves as Head of Strategy of the Company, where he is responsible for shaping long-term strategic direction and driving growth, operational excellence, and innovation. He is also the Founder of Tattva, the corporate venture capital platform of the Company. Mr. Somany holds an MBA in Tech & Analytics from London Business School and a BA in Economics and Psychology from University of California, Los Angeles (UCLA), and brings with him extensive experience in consulting, advising clients across consumer appliances, FMCG and Telecommunications sector before joining AGI Greenpac Limited.
Past Remuneration	₹ 3,37,50,000/- per annum as Head of Strategy of the Company.
Recognition or Awards	Mr. Shashvat Somany served as the past Chairman of the Economic Affairs Committee at the PHD Chambers of Commerce and Industry.
Job Profile and his suitability	Mr. Shashvat Somany currently serves as the Head of Strategy of the Company where he is responsible for shaping long-term strategic direction and driving growth, operational excellence, and innovation. In order to strengthen the Board's composition and leverage his leadership capabilities, it is proposed to appoint him as a Director, and further as the Joint Managing Director of the Company.
Remuneration Proposed	As mentioned above
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company and also considering the levels of remuneration in India and worldwide, the remuneration proposed is considered reasonable. Nomination and Remuneration Committee, after elaborate discussion, have proposed the aforesaid remuneration.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Does not have any pecuniary relationship with the Company except remuneration drawn as Head of Strategy of the Company as stated above, and as a member to the extent of his shareholding in the Company. He is related to Mr. Sandip Somany, Chairman & Managing Director and Mrs. Sumita Somany, Non-Executive Non-Independent Director of the Company.

3. Other Information

Reasons of loss or inadequate profits Steps taken or proposed to be taken for improvement Expected increase in productivity and profits in measurable terms	There is profit, but as an abundant caution for payment of minimum remuneration to the Joint Managing Director in case of no profit or inadequate profit in any particular year, the information is provided to the shareholders, as required under Schedule V of the Act.

General Information

The Board of Directors are of the view that it is in the interest of the Company to avail the services of Mr. Shashvat Somany as Joint Managing Director of the Company.

Approval of members is sought for appointment of Mr. Shashvat Somany as Joint Managing Director of the Company and for payment of remuneration including minimum remuneration.

Memorandum of Interest

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out under item No. 4 & 5 except Mr. Shashvat Somany, being appointee and, Mr. Sandip Somany and Ms. Sumita Somany being relatives of each other.

Inspection of Documents

The draft of the proposed Agreement to be entered into between the Company and Mr. Shashvat Somany is available for inspection by the members of the Company on the Company's website i.e. www.agigreenpac.com and shall also be available for inspection by 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 day for e-Voting i.e., 21 September 2026.

The Company has received a declaration from Mr. Shashvat Somany that he is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013 ("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 SEBI Listing Regulations. The directorship(s) held by Mr. Shashvat Somany are within the limits prescribed under the Act and the SEBI Listing Regulations. Further, the proposed appointment is in compliance with the Nomination and Remuneration Policy of the Company. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of

Mr. Shashvat Somany for the Office of Director and Joint Managing Director of the Company.

The Members may note that in terms of the provisions of Section 2 (76) of the Act read with Regulation 23 of the Listing Regulations, the proposed remuneration payable to Mr. Shashvat Somany qualifies as a related party transaction, as he is a relative of Mr. Sandip Somany, Chairman & Managing Director and Ms. Sumita Somany, Non-Executive Non-Independent Director of the Company. Therefore, pursuant to the provisions of the Act and in accordance with the Listing Regulations, the Audit Committee at its meeting held on 28th July, 2026 discussed and approved the proposed remuneration payable to Mr. Shashvat Somany as Joint Managing Director of the Company.

The Board recommends the Resolution under item no. 4 as an Ordinary Resolution and item no. 5 as a Special Resolution, respectively, of the accompanying notice for approval of the shareholders of the Company.

The information relating to the appointment of Mr. Shashvat Somany as Director & Joint Managing Director of the Company, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("ICSI"), are provided in **Annexure A** to this Notice.

Further, the details as required to be provided pursuant to SEBI Circular nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26 June 2025 and SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/135 dated 13 October 2025 on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are provided in **Annexure B** to this Notice.

Item No. 6

In accordance with the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

i. the annual remuneration payable to such executive director exceeds ₹ 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or

ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

The approval of the shareholders under the aforesaid Regulation remains valid only until the expiry of the respective term of such director.

The Members may note that the Board of Directors of the Company, at its meeting held on 27 April 2026, approved the re-appointment of Mr. Sandip Somany (DIN: 00053597) as Chairman and Managing Director of the Company for a further term of five consecutive years, commencing from 1 December 2026 and ending on 30 November 2031. The said re-appointment was subsequently approved by the shareholders through a resolution passed by postal ballot on 6 June 2026 in accordance with the provisions of the Companies Act, 2013 ("Act") and the Listing Regulations. The Board and the shareholders have also approved remuneration payable to Mr. Sandip Somany, including commission, up to a maximum of 5% of the net profits of the Company.

Further, as set out in Item Nos. 4 and 5 of this Notice, the Board has recommended the appointment of Mr. Shashvat Somany as Director and further as Joint Managing Director of the Company for the approval of the shareholders, with remuneration, including commission, up to 3% of the net profits of the Company, with effect from 1 October 2026.

Upon the appointment of Mr. Shashvat Somany as Joint Managing Director, the Company will have two Executive Directors who are promoters. In this regard:

a. The individual annual remuneration payable to Mr. Sandip Somany, up to 5% of net profits of the Company, has already been approved by the shareholders of the Company;

b. The individual annual remuneration payable to Mr. Shashvat Somany, up to 3% of net profits of the Company, is now being proposed for shareholders' approval under Item No. 5 of this Notice;

c. Their combined annual remuneration will exceed the aggregate threshold limit of 5% of net profits as prescribed for Promoter Executive Directors under Regulation 17(6)(e)(ii) of the Listing Regulations.

Accordingly, in order to comply with the requirements of Regulation 17(6)(e)(ii) of the Listing Regulations, approval of the shareholders is being sought by way of a Special Resolution under Item No. 6 of this Notice to pay an aggregate annual remuneration exceeding 5% of net profits of the Company to both Managing Directors during their respective tenures.

Except Mr. Sandip Somany, Mr. Shashvat Somany, Ms. Sumita Somany and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval by the shareholders.

Annexure A

INFORMATION ON THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name	Mrs. Sumita Somany	Mr. Shashvat Somany
Age	59 years	31 years
No. of shares held	2,11,000 shares	76,244
Qualification	Commerce Graduate	MBA in Tech & Analytics from London Business School and BA in Economics and Psychology from the University of California, Los Angeles (UCLA)
Brief Resume and Nature of his Expertise in specific functional areas	She is a professional with insight and rich and varied experience in consumer behaviour, their buying patterns in related field. She possesses expertise in community services. She is a member of Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Corporate Affairs Committee of the Company.	Mr. Shashvat Somany currently serves as Head of Strategy of the Company, where he is responsible for shaping long-term strategic direction and driving growth, operational excellence, and innovation. He is also the Founder of Tattva, the corporate venture capital platform of the Company. Mr. Somany holds an MBA in Tech & Analytics from London Business School and a BA in Economics and Psychology from University of California, Los Angeles (UCLA), and brings with him extensive experience in consulting, advising clients across consumer appliances, FMCG and Telecommunications sector before joining AGI Greenpac Limited.
Name of other listed entities in which the Directorship is held	-	Hindware Home Innovation Limited
Chairperson/Member of the Committees of Board of other companies including listed companies	-	Member Corporate Affairs Committee 1. Hindware Limited
Listed Companies from which he/she resigned in the past three years	None	None
Date of first appointment on the Board	29 May 2014	NA
Terms and conditions of appointment	Ms. Sumita Somany is liable to retire by rotation and being eligible offers herself for re-appointment.	As per the resolution set out in the AGM Notice read with Explanatory Statement.
Remuneration sought to be paid	Profit related commission and sitting fees for attending meetings of Board of Directors and its Committees thereof	As per the resolution set out in the AGM Notice read with Explanatory Statement.
Details of remuneration last drawn	₹ 23,60,000/- per annum	₹ 3,37,50,000/- per annum as Head of Strategy of the Company.
Relationships between directors and Key Managerial Personnel	She is wife of Mr. Sandip Somany, Chairman and Managing Director of the Company.	He is son of Mr. Sandip Somany (Chairman & Managing Director) and Ms. Sumita Somany (Non-Executive Non-Independent Director).
Number of meetings of the Board attended during the financial year 2025-26	5 (Five) Board Meetings held during the year and 4 (four) meetings were attended by Mrs. Sumita Somany.	NA

Annexure B

S. No.	Particulars of information	Information provided by the Management for Mr. Shashvat Somany
1.	Type, material terms and particulars of the proposed transaction	The Board of Directors recommended for appointment of Mr. Shashvat Somany as a Director, and further as the Joint Managing Director of the Company, liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 1 October, 2026. The terms of appointment and remuneration payable under item no. 4 & 5 are contained in resolution read with explanatory statement.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Shashvat Somany, Joint Managing Director of the Company. He is also Promoter of the Company. Mr. Shashvat Somany is the son of Mr. Sandip Somany, Chairman & Managing Director and Ms. Sumita Somany, Non-Executive Non-Independent Director and Promoters of the Company. Apart from the aforementioned relationship, he is not related to any other Director or Key Managerial Personnel of the Company.
3.	Tenure of the proposed transaction (particular tenure shall be specified)	Tenure as Joint Managing Director - Five consecutive years, commencing from 1 October 2026 till 30 September 2031
4.	Value of the proposed transaction;	As provided in the resolution read with the explanatory statement for item nos. 4 & 5.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	0.09% (The above percentage has been computed on the current proposed slab, excluding perquisites, if any, and annual commission which will be based on profit for the relevant financial year hence cannot be ascertained at this point of time)
6.	Justification as to why the RPT is in the interest of the listed entity	Mr. Shashvat Somany is the Head of Strategy of the Company. In this role, he is responsible for shaping the Group's long-term strategic direction and partnering with business leaders to drive growth, operational excellence, and innovation. He is also the Founder of Tattva, the Group's corporate venture capital arm, which invests in high-growth opportunities that complement and strengthen the Group's core businesses. His continued leadership and guidance are expected to provide significant value and strategic advantage to the Company.
7.	A copy of the valuation or other external party report, if any such report has been relied upon;	NA
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	NA
9.	Any other information that may be relevant.	NA