



**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](mailto:agiinvestors@agigreenpac.com)

**Website:** [www.agigreenpac.com](http://www.agigreenpac.com)

**POSTAL BALLOT NOTICE**

**[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 8 April 2020, 17/2020 dated 13 April 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated 22 September 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 Resolutions appended below are proposed to be passed by the Members of AGI Greenpac Limited (“**Company**”) 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 Resolutions 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 27 April 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 Friday, 8 May, 2026 and ends at 5:00 P.M. (IST) on Saturday, 6 June, 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 Saturday, 6 June, 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](http://www.agigreenpac.com) and on website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) as well as on websites of Stock Exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The results of the Postal Ballot/e-voting shall also be displayed on the notice board at the Registered Office as well as Corporate Office of the Company.

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

## **SPECIAL BUSINESSES**

### **Item No. 1**

#### **Appointment of Mr. Ram Babu Kabra (DIN: 00021886) as a Non-Executive Non-Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Regulations 17(1A), 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Ram Babu Kabra (DIN: 00021886), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28 April, 2026 and who has submitted a declaration that he is not disqualified to be appointed as Director under provisions of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company with effect from 28 April, 2026, liable to retire by rotation.

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

### **Item No. 2**

#### **Approval for payment of consultancy fee to Mr. Ram Babu Kabra (DIN: 00021886), Non-Executive Non-Independent 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 188(1)(f) of the Companies Act, 2013 (“Act”) read with the applicable Rules made thereunder, and in compliance with Regulation 17, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the basis of the recommendation of the Nomination and Remuneration Committee, approval of Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Ram Babu Kabra (DIN: 00021886), Non-Executive Non-Independent Director as a Consultant, who is having requisite qualification to render professional consultancy services in relations to the business affairs of the Company, being holding an office or place of profit and a related party transaction, for a period of 5 years with effect from 28 April, 2026, on payment of consultancy fees of upto Rs. 2,15,04,000/- (Rupees Two Crore Fifteen Lakh Four Thousand only) per annum, plus Goods and Service Tax (“GST”) as applicable, expenses on travelling, conveyance, lodging and boarding, reimbursement of incidental and out of pocket expenses, towards professional services rendered/to be rendered by Mr. Kabra.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to enter into Consultancy agreement with Mr. Ram Babu Kabra, as aforesaid, on such terms and conditions as may be mutually agreed between the Company and Mr. Ram Babu Kabra.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorised to revise, modify, amend or rectify the terms and conditions of aforesaid agreement including approval of annual increment(s) in the aforesaid consultancy fees payable to Mr. Ram Babu Kabra from time to time, based on performance evaluation and other relevant factors, subject to compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable, and to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### **Item No. 3**

#### **Appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) as a Non-Executive Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 of the Companies Act, 2013 (“Act”) read with Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to the provisions of Regulation 17(1A) and 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Mr. Sushil Kumar Roongta (DIN: 00309302), who was recommended by the Nomination and Remuneration Committee and the Board of Directors for appointment as an Independent Director and who has submitted a declaration confirming that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and 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 an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 1<sup>st</sup> July, 2026 to 30<sup>th</sup> June, 2031.

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

### **Item No. 4**

#### **Re-appointment of Mr. Sandip Somany as Chairman and 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 (“the 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 (“SEBI 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 necessary, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sandip Somany (DIN: 00053597) as Chairman and Managing Director of the Company for a further term of 5 (Five) consecutive years, commencing from 1 December 2026 till 30 November 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. Somany, which 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 re-appointment, provided, however, that the remuneration payable to Mr. Somany may exceed the limits specified in Regulation 17(6)(e) of the SEBI 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 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 be and are hereby authorized to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 5**

**Remuneration by way of Commission to the Directors (Other than Managing Directors)**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 197, 198, Schedule V and other applicable provisions and amendments thereto, if any, of the Companies Act, 2013, (“**the Act**”) and the rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company do hereby authorize the payment of Commission to the Directors of the Company (Other than the Managing and Whole-time Directors); (i) in case of profits, at the rate of 1% (One percent) on the net profits of the Company, (to be divided amongst the eligible directors, in such amounts or in proportion and in such manner as may be determined by the Board of Directors of the Company from time to time and in default of such determination equally) to be computed in the manner prescribed in Section 198 of the Act, in any financial year of the Company; and (ii) in case of no profits or inadequate profits, as per the limits prescribed in Schedule V of the Act; for a period of 5 years commencing from 1 April 2026 upto 31 March 2031.

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

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

Date: 27 April 2026  
Place: Gurugram

**Ompal**  
Company Secretary & Compliance Officer  
Membership No: A30926

## NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“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 businesses forms part of this Postal Ballot Notice.
2. In compliance with the General Circular No. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated 22 September 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, 1<sup>st</sup> May, 2026, (“the Cut-off date”), which will be considered for the purposes of said remote e-Voting.
3. Pursuant to the provisions of Section 108 and 110 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 [www.agigreenpac.com](http://www.agigreenpac.com), website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and websites of stock exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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, 1 May, 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:

<b>I</b>	<b>Commencement of e-Voting</b>	<b>Friday, 8 May, 2026 from 9:00 AM</b>
<b>II</b>	<b>Conclusion of e-Voting</b>	<b>Saturday, 6 June, 2026 at 5:00 PM</b>
	<b>(both days inclusive)</b>	

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](mailto:mdpldc@yahoo.com)/
  - b) Please note that for permanent registration of email address, Members shall register their email address, in respect of electronic holdings with their concerned depository participants by following due procedure. Kindly note that steps taken by Members in respect of physical holdings as enunciated in point 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](http://www.agigreenpac.com) besides being communicated to the Stock Exchanges and Registrar & Share Transfer Agent. The resolution, if passed with the requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e., Saturday, 6 June, 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 the last day for e-Voting i.e., Saturday, 6 June, 2026. Members desirous of inspecting the same may send their requests at [agiinvestors@agigreenpac.com](mailto: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](http://www.agigreenpac.com).

### Procedure for e-Voting

1. Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 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 9 December 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 Friday, 8 May, 2026.**

**End of e-Voting at 5.00 P.M. (IST) on Saturday, 6 June, 2026.**

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

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<p>A. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>B. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") for casting his/her vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all ESPs i.e. CDSL/NSDL/KARVY/MUFGINTIME, so that the user can visit the websites of ESPs directly.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>. Proceed to complete registration using your DP ID, Client ID etc. After successful registration, please follow steps given above to cast your vote.</p>

	<p>D. Alternatively, the users may directly access the e-Voting module of CDSL as per the following procedure:</p> <p>(i) Click the on link <a href="http://www.cdslindia.com">www.cdslindia.com</a> or on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>(ii) Provide demat account number and PAN.</p> <p>(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.</p> <p>(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.</p>
Individual Shareholders holding shares in demat mode with NSDL	<p>A. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period.</p> <p>B. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP, and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to website of e-Voting service provider for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding shares in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to the website of e-Voting service provider for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://www.evotingindia.com) and voted on an earlier e-Voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	<b>For physical shareholders and other than individual shareholders holding shares in demat form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders, if any) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.  If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form the details can be used only for e-Voting on the resolution 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 “RESOLUTION 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 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](mailto:mdpldc@yahoo.com).
2. For demat shareholders - Shareholders shall update their e-mail addresses and mobile numbers in respect of electronic holdings with their concerned depository participants by following due procedure as advised by them.

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

1. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com/](mailto:helpdesk.evoting@cdslindia.com)
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their votes.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
6. Non-Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address [droliapravin@yahoo.co.in](mailto:droliapravin@yahoo.co.in) and to the Company at the email address [agiinvestors@agigreenpac.com](mailto: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](mailto: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 Board of Directors of the Company in their Meeting held on 27 April, 2026, based on recommendation of the Nomination and Remuneration Committee (“**the Committee**”), appointed Mr. Ram Babu Kabra (DIN: 00021886) (“**Mr. Kabra**”), as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 28 April, 2026, subject to approval of Members of the Company.

As per Section 161 of the Companies Act, 2013 (the “**Act**”), an Additional Director holds office only until the date of the next Annual General Meeting (“**AGM**”) or the last date by which the AGM should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) the appointment of a Director must be approved by the shareholders at the next general meeting or within three months of the appointment, whichever is earlier. Accordingly, the approval of Members is sought for the appointment of Mr. Kabra as a Non-Executive Non-Independent Director of the Company by passing a Special Resolution through Postal Ballot.

Additionally, as per the provisions of the Regulation 17 (1A) of the SEBI Listing Regulations, the approval of the shareholders by way of special resolution is required for the appointment of any person as a Non-Executive Director who has attained the age of 75 years and the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. As Mr. Kabra, currently aged 67 years, may attain the age of 75 years during his tenure, hence the approval of the shareholders of the Company is also sought under Regulation 17(1A) of the SEBI Listing Regulation by way of Special Resolution.

Mr. Kabra is a merit holder Chartered Accountant and Company Secretary with over 43 years of experience in the business sector. Throughout his extensive career, Mr. Kabra has held pivotal roles, notably serving as President at Hindware Limited (a group Company). In this capacity, he has demonstrated expertise in the Ceramic, Glass, Faucet, and Consumer Goods sectors, overseeing plant operations with comprehensive finance, accounting and P&L responsibilities. Mr. Kabra's strategic leadership encompasses domestic and global mergers and acquisitions, equity raising, fund mobilising and fostering robust investor relations. He has adeptly managed supply chain operations and spearheaded both greenfield and brownfield expansions, ensuring operational excellence. His proficiency in cost optimization and labour relations has further solidified his reputation as a versatile and effective leader. Beyond his corporate achievements, Mr. Kabra contributes to industry development as a Director at the Water Management and Plumbing Skills Council. His commitment to excellence and strategic vision continue to influence and inspire the sectors he serves.

The Company has received a declaration from Mr. Kabra that he is not disqualified from being appointed as director under Section 164 of the Act and not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other authority and has given his consent to act as a Director of the Company. He has also submitted all statutory disclosures/ declarations prescribed under the Act and SEBI Listing Regulations. The directorship(s) held by Mr. Kabra 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. Kabra for the Office of Non-Executive Non-Independent Director of the Company.

In the opinion of the Board, Mr. Kabra fulfils the conditions specified in the Act and the rules made thereunder and the SEBI Listing Regulations, for his appointment as a Non-Executive Non-Independent Director of the Company. Considering his professional qualification, knowledge and experience, the Board is of the view that it would be in the interest of the Company to appoint him as a Non-Executive Non-Independent Director of the Company. Mr. Kabra shall be entitled to receive sitting fees for attending the meetings of Board of Directors and committees thereof and commission as paid to all Non-Executive Directors of the Company as approved by the shareholders of the Company. Hence, the Board recommends Resolution No. 1 as a Special Resolution, in relation to the appointment of Mr. Kabra as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 28 April, 2026, for the approval of the Members of the Company.

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

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

## Item No. 2

The Members may note that the Board of Directors of the Company in their Meeting held on 27 April, 2026, has approved the appointment of Mr. Ram Babu Kabra (“**Mr. Kabra**”) as an Additional Director of the Company in the category of Non-Executive Non-Independent Director of the Company w.e.f. 28 April, 2026. It is proposed to avail professional consultancy services of Mr. Kabra in relation to business affairs of the Company for a period of 5 years w.e.f. 28 April, 2026, subject to approval of the Members of the Company.

Members may note that Mr. Kabra is a merit holder Chartered Accountant and Company Secretary with over 43 years of experience in the business sector. Throughout his extensive career, Mr. Kabra has held pivotal roles, notably serving as President at Hindware Limited (a Somany Impresa Group Company). In this capacity, he has demonstrated expertise in the Ceramic, Glass, Faucet, and Consumer Goods sectors, overseeing plant operations with comprehensive finance, accounting and P&L responsibilities. Mr. Kabra's strategic leadership encompasses domestic and global mergers and acquisitions, equity raising, fund mobilising and fostering robust investor relations. He has adeptly managed supply chain operations and spearheaded both greenfield and brownfield expansions, ensuring operational excellence. His proficiency in cost optimization and labour relations has further solidified his reputation as a versatile and effective leader. His commitment to excellence and strategic vision continue to influence and inspire the sectors he serves. Accordingly, it is proposed to appoint him as a Consultant of the Company to avail his professional services in connection with the business affairs of the Company for a period of 5 years w.e.f. 28 April, 2026.

Members may also note that in terms of provisions of Section 188 of the Companies Act, 2013, holding of any position in the Company by a Director shall be termed as “Office and Place of Profit” and shall be treated as a related party transaction. Further, if the remuneration drawn by the Director from such Office and Place of Profit is more than prescribed limit, approval of shareholders is also required to be obtained.

In terms of provisions of Section 188 of the Companies Act, 2013 and the applicable rules framed thereunder, availing professional services of Mr. Kabra is a related party transaction and hence requires prior approval of shareholders through Ordinary Resolution.

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.

In accordance with the provisions of Section 197 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee, in its meeting held on 27 April 2026, expressed its opinion, as required under relevant provisions, that Mr. Kabra possesses the requisite qualification to render consultancy services and availing the aforesaid professional services from Mr. Kabra would be in the interest of the Company.

The Nomination and Remuneration Committee has recommended and the Audit Committee and the Board of Directors have approved entering into the Consultancy Agreement with Mr. Kabra, for a period of 5 years commencing w.e.f. 28 April 2026.

Besides the payment of remuneration in the professional capacity as aforesaid, Mr. Kabra shall be entitled to receive sitting fees for attending the meetings of Board of Directors and committees thereof and directors' commission as to be paid to all eligible Non-Executive Directors of the Company as approved by the shareholders of the Company.

The draft of the proposed Consultancy Agreement is available for inspection on the Company's website i.e. [www.agigreenpac.com](http://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., 6 June, 2026.

Except Mr. Ram Babu Kabra and his relatives, deemed to be concerned or interested, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed ordinary resolution. The Board recommends the resolution set forth under item no. 2 of the accompanying Notice for approval of the Shareholders of the Company.

### Item No. 3

The Board of Directors of the Company in their Meeting held on 27 April, 2026, based on recommendation of the Nomination and Remuneration Committee (“**the Committee**”), recommended the appointment of Mr. Sushil Kumar Roongta (DIN: 00309302) (“**Mr. Roongta**”) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 1<sup>st</sup> July, 2026, to the Members of the Company for their approval.

In accordance with the requirements of provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Since, Mr. Roongta has already attained the age of seventy-five years, the prior approval of Members of the Company is sought for his appointment as a Non-Executive Independent Director of the Company by passing a Special Resolution through this Postal Ballot.

Mr. Roongta is a distinguished industry veteran with over 50 years of extensive experience and a stellar academic background, holding an Electrical Engineering degree from BITS, Pilani, and a Gold Medalist PG Diploma from IIFT, New Delhi. Mr. Roongta was Chairman of "Panel of Experts on Reforms in the Central PSEs" - consisting of fourteen eminent members, constituted by then Planning Commission (2010-2011), widely known as "Roongta Committee Report", which is generally taken as a benchmark for CPSE reforms. He served as the first Chairman of International Coal Ventures Limited (ICVL), a joint venture of five leading PSUs - SAIL, NMDC, RINL, NTPC & Coal India Ltd. He also served as President of Institute for Steel Development & Growth (INSDAG). Mr. Roongta is presently the Mentor of Non-ferros Metal Committee of FICCI & member of its National Executive Committee. During his extensive career, Mr. Roongta had received several awards including SCOPE award for "Excellence and Outstanding contribution to the Public Sector Management" - Individual Category, IIM-JRD Tata Award for Excellence in Corporate Leadership in Metallurgical Industries, 2016, BITS Pilani "Distinguished Alumnus Award' 2022 & 'Doyen of Steel Industry' Award conferred by ISA in 2024. Mr. Roongta brings a wealth of strategic expertise in corporate governance, metallurgical industries, and large-scale industrial management, making his association an invaluable asset to the Board.

The Company has received a declaration from Mr. Roongta 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. Roongta 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. Roongta for the Office of Independent Director of the Company.

Mr. Roongta shall be entitled to receive sitting fees for attending the meetings of Board of Directors and committees thereof and directors’ commission as to be paid to all eligible Non-Executive Directors of the Company as approved by the shareholders of the Company.

A copy of the letter of appointment of Mr. Roongta setting out the terms and conditions shall be available for inspection of the members at the Registered Office of the Company on any working day of the Company between 3:00 p.m to 5:00 p.m till the last date of e-Voting i.e. Saturday, 6 June, 2026 and shall also be posted on the website of the Company i.e. [www.agigreenpac.com](http://www.agigreenpac.com) for online inspection by the members.

In the opinion of the Board, Mr. Roongta fulfils the conditions specified in the Act and the rules made thereunder and the SEBI Listing Regulations, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his professional qualification, knowledge and experience, the Board of Directors is of the opinion that his association would be of immense benefit to the Company, and it would be in the interest of the Company to appoint him as an Independent Director of the Company. Hence, the Board recommends Resolution No. 3 as a Special Resolution, in relation to the appointment of Mr. Roongta as a Non-Executive Independent Director of the Company, for a period of 5 (five) consecutive years, not liable to retire by rotation, with effect from 1 July, 2026 till 30 June, 2031.

Except Mr. Roongta, being the appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out under item no. 3 of the accompanying Notice.

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

#### **Item No. 4**

The present term of Mr. Sandip Somany (“**Mr. Somany**”) as Chairman and Managing Director of the Company will expire by efflux of time on 30 November 2026. Having regard to the long association of Mr. Somany with the Company and taking into account his wide experience of over 41 years and vast knowledge in Glass and Ceramic Industry, the Board of Directors at their meeting held on 27 April 2026, has approved re-appointment of Mr. Somany as Chairman and Managing Director of the Company for a further period of 5 (five) consecutive years, commencing from 1 December 2026 upto 30 November 2031 on a remuneration as recommended by the Nomination and Remuneration Committee and subject to approval of the shareholders and such other approvals and/or sanctions as may be necessary. His re-appointment and remuneration recommended by the Board are in accordance with Section 197 of the Companies Act, 2013 (“**the Act**”) read with Schedule V thereto and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and are subject to the approval of the shareholders for which purpose relevant resolution as set out under item no. 4 of the accompanying Notice is proposed.

Mr. Sandip Somany being a Key Managerial Personnel and Executive Director of the Company is a related party as per Section 2(76) of the Companies Act, 2013. As per section 177(4)(iv) of the Act and Regulations 18 and 23 of the SEBI Listing Regulations, the Audit Committee has to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 27 April 2026 discussed and approved the same for consideration of the Board.

The Board of Directors has recommended the following remuneration, pursuant to the recommendation of Nomination and Remuneration Committee, payable to Mr. Somany with the power to the Board to make variation or increase therein as may be thought fit from time to time, during the tenure of his re-appointment w.e.f 1 December, 2026, which may exceed the limits laid down in the Act read with Schedule V thereto and Regulation 17(6)(e) of the SEBI Listing Regulations.

The abstract of terms and conditions of the re-appointment and remuneration payable to Mr. Somany, as embodied in the draft Agreement to be entered into by Mr. Somany with the Company for his re-appointment and remuneration payable to him, are as follows:

#### **1. Period of Appointment**

Five years commencing from 1 December 2026 upto 30 November 2031.

#### **2. Remuneration:**

- a) **SALARY:** Rs. 49,00,000/- per month  
(In the scale of Rs. 49,00,000/- - Rs. 3,50,000/- -Rs.66,50,000/-)
- b) **COMMISSION:** At the rate of 5% of net profits of the Company for each financial year computed in the manner as laid down in Section 198 of the Companies Act, 2013.
- c) **PERQUISITES:** Mr. 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. 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. 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. 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. Somany shall be deducted by the Company.
- iii) In case no accommodation is provided by the Company, Mr. 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. 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. 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 Rs. 10,000/- per annum for Mr. Somany.

### **Other benefits and Allowances**

Any other benefits, facilities and allowances as may be available and allowed to Mr. 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. 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 five percent (5%) of the net profits of the Company, as computed in accordance with the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto, the remuneration payable to Mr. 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. Somany, the Company shall pay him remuneration by way of consolidated salary and perquisites 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. Somany shall not, so long as he acts as the Chairman and Managing Director of the Company, be paid any sitting fee for attending any meeting of the Board or Committee thereof.

### **Other Terms**

Mr. 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. 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. 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.

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: Rs. 2,665.32 crore Profit after Tax: Rs. 352.21 crore Rate of Dividend: 350% i.e., Rs.7/- per equity share of Rs. 2/- each Earnings per Share: Rs. 54.44 per share									
Export performance and net foreign exchange earnings	The Company had exported products worth Rs. 8,832.34 lakhs during the financial year 2025-26.  Foreign Exchange earned and used during financial year 2024-25 and 2025-26:  (Rs. in Lakh) <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th></th> <th>2025-26</th> <th>2024-25</th> </tr> </thead> <tbody> <tr> <td>Foreign exchange earned:</td> <td>8,832.34</td> <td>4,204.75</td> </tr> <tr> <td>Foreign exchange used:</td> <td>18,448.58</td> <td>19,968.40</td> </tr> </tbody> </table>		2025-26	2024-25	Foreign exchange earned:	8,832.34	4,204.75	Foreign exchange used:	18,448.58	19,968.40
	2025-26	2024-25								
Foreign exchange earned:	8,832.34	4,204.75								
Foreign exchange used:	18,448.58	19,968.40								
Foreign investments or collaborators, if any.	The Company has one foreign subsidiary viz. Sun Reach Pack, FZE in Dubai, UAE.									

### 2. Information about the appointee:

Background Details	<p>Mr. Sandip Somany is a Commerce Graduate and Diploma holder in Ceramic Manufacturing Technology from the US and possesses an extensive 41-years working experience in the glass and ceramics industry. He has been associated with the Company since 1985 and has been since then driving the Company to success.</p> <p>He is the Chairman of the Indian Council of Sanitaryware Manufactures (INCOSAMA), an active Member of the Governing Council of All India Glass Manufacturer's Association, Past-President of Federation of Indian Chambers of Commerce and Industry (FICCI) and Past-President of PHD Chamber of Commerce and Industry (PHDCCI).</p> <p>He was the President of International Chamber of Commerce – (head quarter in Paris) India Chapter.</p> <p>He is the Member of Corporate Affairs Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Company.</p>
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Past Remuneration	<p>The remuneration of Mr. Somany during the past four years was as follows:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Rs. in Lakh</th> </tr> </thead> <tbody> <tr> <td>2022-23</td> <td>1,498.50</td> </tr> <tr> <td>2023-24</td> <td>1,312.58</td> </tr> <tr> <td>2024-25</td> <td>663.51</td> </tr> <tr> <td>2025-26</td> <td>1,532.15</td> </tr> </tbody> </table>	Year	Rs. in Lakh	2022-23	1,498.50	2023-24	1,312.58	2024-25	663.51	2025-26	1,532.15
Year	Rs. in Lakh										
2022-23	1,498.50										
2023-24	1,312.58										
2024-25	663.51										
2025-26	1,532.15										
Recognition or Awards	<p>He has been associated with a number of premier institutes/organizations:  PHD Chambers of Commerce and Industry (PHDCCI)  Bureau of Indian Standards (BIS)  The Federation of Indian Chambers of Commerce and Industry (FICCI)</p>										
Job Profile and his suitability	<p>He is the Chairman and Managing Director of the Company and he is responsible for steering the operations of the Company, planning of new business ventures and investments. He possesses an expertise knowledge of the ceramic and glass industry including technical processes, national and international markets etc.  He is involved in organizational development, business process re-engineering and leading the group's foray in new business initiatives.</p>										
Remuneration Proposed	As mentioned above										
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	<p>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.</p>										
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	<p>Does not have any pecuniary relationship with the Company except remuneration drawn as Chairman and Managing Director and as a member to the extent of his shareholding in the Company.  He is related to Ms. Sumita Somany, Non-executive Non-Independent Director of the Company.</p>										

### 3. Other Information

<p>Reasons of loss or inadequate profits</p> <p>Steps taken or proposed to be taken for improvement</p> <p>Expected increase in productivity and profits in measurable terms</p>	<p>There is profit, but as an abundant caution for payment of minimum remuneration to the Chairman and 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.</p>
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### General Information

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

Approval of members is sought for re-appointment of Mr. Somany as Chairman and 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 except 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. Sandip Somany is available for inspection by the members of the Company on the Company's website i.e. [www.agigreenpac.com](http://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., 6 June, 2026.

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.

The Board recommends the Resolution under item no. 4 of the accompanying notice for approval of the shareholders of the Company.

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

### **Item No. 5**

The Company vide its Special Resolution passed by the members of the Company at its 61<sup>st</sup> Annual General Meeting ("AGM") held on 24 September, 2021 (61<sup>st</sup> AGM), was authorized to make payments to its Directors (Other than the Managing and Whole time Directors); (i) in case of profits, at the rate of 1% (One percent) on the net profits of the Company, (to be divided amongst the eligible directors, in such amounts or in proportion and in such manner as may be determined by the Board of Directors of the Company from time to time and in default of such determination equally) to be computed in the manner prescribed in Section 198 of the Act, in any financial year of the Company; and (ii) in case of no profits or inadequate profits, upto the prescribed limit in Schedule V of the Act; for a period of 5 years commencing from 1 April 2021 upto 31 March 2026.

The said resolution has expired by efflux of time and accordingly in terms of Sections 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013, accordingly, it is proposed to pass a fresh resolution by way of Special Resolution for the purpose of continuity of payment of such commission to Non-Executive Directors for each Financial Year for further period of Five (5) years commencing from 1 April 2026 to 31 March 2031.

The resolution set out under item no. 5 of the accompanying Notice is intended for seeking member's approval and the Board of Directors accordingly recommend the same.

All the Directors are interested in the said resolution either directly or indirectly. None of the Key Managerial Personnel or their relatives, except to the extent of their shareholding in the Company, are interested in this resolution.

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

Date: 27 April 2026  
Place: Gurugram

**Ompal**  
Company Secretary & Compliance Officer  
Membership No: A30926

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

**Mr. Ram Babu Kabra**

<b>Age</b>	67 years
<b>No. of shares held</b>	Nil
<b>Qualification</b>	Chartered Accountant and Company Secretary
<b>Brief Resume and Nature of his Expertise in specific functional areas</b>	<p>Mr. Kabra is a merit holder Chartered Accountant and Company Secretary with over 43 years of experience in the business sector. Throughout his extensive career, Mr. Kabra has held pivotal roles, notably serving as President at Hindware Limited (a group Company). In this capacity, he has demonstrated expertise in the Ceramic, Glass, Faucet, and Consumer Goods sectors, overseeing plant operations with comprehensive finance, accounting and P&amp;L responsibilities.</p> <p>Mr. Kabra's strategic leadership encompasses domestic and global mergers and acquisitions, equity raising, fund mobilising and fostering robust investor relations. He has adeptly managed supply chain operations and spearheaded both greenfield and brownfield expansions, ensuring operational excellence. His proficiency in cost optimization and labour relations has further solidified his reputation as a versatile and effective leader. Beyond his corporate achievements, Mr. Kabra contributes to industry development as a Director at the Water Management and Plumbing Skills Council. His commitment to excellence and strategic vision continue to influence and inspire the sectors he serves.</p>
<b>Name of listed entities in which the Directorship is held</b>	Hindware Home Innovation Limited
<b>Chairman/Member of the Committees of Board of other listed companies</b>	<p><b>Member</b></p> <p><i>Stakeholders Relationship Committee</i></p> <ul style="list-style-type: none"> <li>• Hindware Home Innovation Limited</li> </ul> <p><i>Corporate Affairs Committee</i></p> <ul style="list-style-type: none"> <li>• Hindware Home Innovation Limited</li> </ul>
<b>Listed Companies from which he resigned in the past three years</b>	NIL
<b>Date of first appointment on the Board</b>	28 April, 2026
<b>Terms and conditions of appointment</b>	Appointment as a Non-Executive Non-Independent Director, liable to retire by rotation, with effect from 28 April, 2026.
<b>Details of remuneration last drawn</b>	NA
<b>Details of proposed remuneration</b>	Profit related commission as approved by the Shareholders and sitting fees for attending meetings of Board of Directors and its Committees thereof.
<b>Relationships between directors and Key Managerial Personnel</b>	None

<b>Number of meetings of the Board attended during the financial year 2026-27 (upto the date of Postal Ballot notice)</b>	NA
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**Mr. Sushil Kumar Roongta**

<b>Age</b>	75 years
<b>No. of shares held</b>	Nil
<b>Qualification</b>	Electrical Engineering graduate from BITS, Pilani and PG Diploma in Business Management (International Trade) from IIFT, New Delhi
<b>Brief Resume and Nature of his Expertise in specific functional areas</b>	Mr. Roongta is a distinguished industry veteran with over 50 years of extensive experience and a stellar academic background, holding an Electrical Engineering degree from BITS, Pilani, and a Gold Medalist PG Diploma from IIFT, New Delhi. Mr. Roongta was Chairman of "Panel of Experts on Reforms in the Central PSEs" - consisting of fourteen eminent members, constituted by then Planning Commission (2010-2011), widely known as "Roongta Committee Report", which is generally taken as a benchmark for CPSE reforms. He served as the first Chairman of International Coal Ventures Limited (ICVL), a joint venture of five leading PSUs - SAIL, NMDC, RINL, NTPC & Coal India Ltd. He also served as President of Institute for Steel Development & Growth (INSDAG). Mr. Roongta is presently the Mentor of Non-ferros Metal Committee of FICCI & member of its National Executive Committee. During his extensive career, Mr. Roongta had received several awards including SCOPE award for "Excellence and Outstanding contribution to the Public Sector Management" - Individual Category, IIM-JRD Tata Award for Excellence in Corporate Leadership in Metallurgical Industries, 2016, BITS Pilani "Distinguished Alumnus Award' 2022 & 'Doyen of Steel Industry' Award conferred by ISA in 2024. Mr. Roongta brings a wealth of strategic expertise in corporate governance, metallurgical industries, and large-scale industrial management, making his association an invaluable asset to the Board.
<b>Name of listed entities in which the Directorship is held</b>	<ol style="list-style-type: none"> <li>1. JSW Steel Limited</li> <li>2. JK Paper Limited</li> <li>3. Titagarh Rail Systems Limited</li> <li>4. Jubilant Ingrevia Limited</li> <li>5. Jubilant Pharmova Limited</li> <li>6. Shree Cement Limited</li> </ol>
<b>Chairman/Member of the Committees of Board of other listed companies</b>	<p><b>Chairman</b></p> <p><i>Audit Committee</i></p> <ul style="list-style-type: none"> <li>• Jubilant Ingrevia Limited</li> </ul> <p><i>Nomination and Remuneration Committee</i></p> <ol style="list-style-type: none"> <li>1. Jubilant Pharmova Limited</li> <li>2. JK Paper Limited</li> </ol> <p><i>Risk Management Committee</i></p> <ol style="list-style-type: none"> <li>1. Jubilant Pharmova Limited</li> <li>2. Shree Cement Limited</li> <li>3. JSW Steel Limited</li> </ol> <p><b>Member</b></p> <p><i>Audit Committee</i></p> <ol style="list-style-type: none"> <li>1. Jubilant Pharmova Limited</li> <li>2. JK Paper Limited</li> <li>3. Shree Cement Limited</li> </ol>

	<p><b><i>Risk Management Committee</i></b></p> <ol style="list-style-type: none"> <li>1. Jubilant Ingrevia Limited</li> <li>2. JK Paper Limited</li> <li>3. Titagarh Rail Systems Limited</li> </ol> <p><b><i>Nomination and Remuneration Committee</i></b></p> <ol style="list-style-type: none"> <li>1. Titagarh Rail Systems Limited</li> <li>2. Shree Cement Limited</li> </ol> <p><b><i>Stakeholders Relationship Committee</i></b></p> <ul style="list-style-type: none"> <li>• Jubilant Ingrevia Limited</li> </ul> <p><b><i>Corporate Social Responsibility Committee</i></b></p> <ul style="list-style-type: none"> <li>• JSW Steel Limited</li> </ul> <p><b><i>Sustainability &amp; CSR Committee</i></b></p> <ol style="list-style-type: none"> <li>1. Jubilant Ingrevia Limited</li> <li>2. Jubilant Pharmova Limited</li> </ol> <p><b><i>Committee of Directors</i></b></p> <ul style="list-style-type: none"> <li>• JK Paper Limited</li> </ul> <p><b><i>Business Responsibility &amp; Sustainability Committee</i></b></p> <ul style="list-style-type: none"> <li>• JSW Steel Limited</li> </ul> <p><b><i>Quality Committee</i></b></p> <ul style="list-style-type: none"> <li>• Jubilant Pharmova Limited</li> </ul>
<b>Listed Companies from which he resigned in the past three years</b>	<ol style="list-style-type: none"> <li>1. Adani Power Limited (Ceased to be an Independent Director upon completion of his tenure w.e.f. 10 November 2025)</li> <li>2. Zuari Industries Limited (Ceased to be an Independent Director upon resignation w.e.f. 29 September 2024)</li> </ol>
<b>Date of first appointment on the Board</b>	1 July, 2026
<b>Terms and conditions of appointment</b>	Appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive year, with effect from 1 July, 2026 till 30 June, 2031
<b>Details of remuneration last drawn</b>	NA
<b>Details of proposed remuneration</b>	Profit related commission as approved by the Shareholders and sitting fees for attending meetings of Board of Directors and its Committees thereof.
<b>Relationships between directors and Key Managerial Personnel</b>	None
<b>Number of meetings of the Board attended during the financial year 2026-27 (upto the date of Postal Ballot notice)</b>	NA

**Mr. Sandip Somany**

<b>Age</b>	62 years
<b>No. of shares held</b>	56,47,731 Equity Shares
<b>Qualification</b>	Commerce Graduate and Diploma holder in Ceramic Manufacturing Technology from the US
<b>Brief Resume and Nature of his Expertise in specific functional areas</b>	<p>Mr. Sandip Somany possesses an extensive 41-years working experience in the and Glass and Ceramics industry. He has been associated with the Company since 1985 and has been since then driving the Company to success.</p> <p>He is the Chairman of the Indian Council of Sanitaryware Manufactures (INCOSAMA), an active Member of the Governing Council of All India Glass Manufacturer's Association, Past-President of Federation of Indian Chambers of Commerce and Industry (FICCI) and Past-President of PHD Chamber of Commerce and Industry (PHDCCI).</p> <p>He was the President of International Chamber of Commerce - (Head Quarter in Paris) India Chapter.</p> <p>He is the Member of Corporate Affairs Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Company.</p>
<b>Name of other listed entities in which the Directorship is held</b>	<ol style="list-style-type: none"> <li>1. Hindware Home Innovation Limited</li> <li>2. JK Paper Limited</li> <li>3. HEG Limited</li> <li>4. Indraprastha Medical Corporation Limited</li> </ol>
<b>Chairman/Member of the Committees of Board of other listed companies</b>	<p><b>Chairman</b></p> <p><i>Risk Management Committee</i></p> <ul style="list-style-type: none"> <li>• Hindware Home Innovation Limited</li> </ul> <p><i>Stakeholders Relationship Committee</i></p> <ul style="list-style-type: none"> <li>• JK Paper Limited</li> </ul> <p><b>Member</b></p> <p><i>Audit Committee</i></p> <ul style="list-style-type: none"> <li>• Hindware Home Innovation Limited</li> </ul> <p><i>Nomination and Remuneration Committee</i></p> <ul style="list-style-type: none"> <li>• Hindware Home Innovation Limited</li> </ul> <p><i>Stakeholders Relationship Committee</i></p> <ul style="list-style-type: none"> <li>• HEG Limited</li> </ul> <p><i>Corporate Social Responsibility Committee</i></p> <ul style="list-style-type: none"> <li>• Hindware Home Innovation Limited</li> </ul>
<b>Listed Companies from which he resigned in the past three years</b>	<ul style="list-style-type: none"> <li>• JK Paper Limited (Ceased to be a Director of w.e.f. 23rd August, 2024, upon completion of two terms as Independent Director of the Company. However, he was appointed as Non-Independent Director w.e.f. 04 September 2024)</li> </ul>
<b>Date of first appointment on the Board</b>	12 September 1995
<b>Terms and conditions of appointment/ re appointment and</b>	As per the resolution set out in the Postal Ballot Notice dated 27 April, 2026, read with Explanatory Statement.

<b>Remuneration sought to be paid/last drawn</b>	
<b>Relationships between directors and Key Managerial Personnel</b>	He is related to Ms. Sumita Somany, Non-Executive Non-Independent Director of the Company.
<b>Number of meetings of the Board attended during the financial year 2026-27 (upto the date of Postal Ballot notice)</b>	1 (One)

S. No.	Particulars of information	Information provided by the Management for Mr. Ram Babu Kabra	Information provided by the Management for Mr. Sandip Somany
1.	Type, material terms and particulars of the proposed transaction	The Board of Directors upon recommendation of Audit Committee and Nomination and Remuneration Committee approved the appointment of Mr. Ram Babu Kabra as a Consultant for availing professional consultancy services in relation to the business affairs of the Company. The material terms of arrangement including the proposed consultancy fees are provided in the draft consultancy agreement.	The Board of Directors recommended for re-appointment of Mr. Sandip Somany as Chairman and Managing Director of the Company w.e.f. 01 December, 2026 to 30 November, 2031 and remuneration payable thereof. The terms of appointment and remuneration payable under item no. 4 read with explanatory statement, are contained in the resolution.
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. Ram Babu Kabra is not related to any other Director or Key Managerial Personnel of the Company.	Mr. Sandip Somany, Chairman and Managing Director of the Company. He is also Promoter of the Company.  Mr. Sandip Somany is the husband of Ms. Sumita Somany, Non-Executive Non-Independent Director and Promoter 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)	Five Years from 28 April, 2026 to 27 April, 2031.	Five Years from 1 December, 2026 to 30 November, 2031.
4.	Value of the proposed transaction;	As provided in the resolution no. 2 of the Postal Ballot Notice.	As provided in the resolution no. 4 of the explanatory statement.
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);	0.08% (The above percentage has been computed on the current proposed remuneration)	0.22% (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)
7.	Justification as to why the RPT is in the interest of the listed entity	Considering the distinguished qualifications and extensive experience of Mr. Ram Babu Kabra in the Glass Industry, along with his longstanding association with the Somany Impresa Group, availing his professional consultancy services would be highly beneficial to the Company.	Mr. Sandip Somany currently serves as the Chairman and Managing Director of the Company. With an association spanning over four decades, he brings more than 41 years of extensive experience and deep expertise in the Ceramic and Glass Industry. His continued leadership and guidance are expected to provide significant value and strategic advantage to the Company.

8.	A copy of the valuation or other external party report, if any such report has been relied upon;	NA	NA
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	NA	NA
10.	Any other information that may be relevant.	NA	NA