

SMVD POLYPACK LIMITED

CIN:L25200WB2010PLC141483

Registered Office: IMAGINE TECHARK, BLOCK DP, UNIT 5A, 24TH FLOOR, SECTOR V, BIDHANNAGAR,
KOLKATA-700091.

Phone No.- 033-48149442, E-mail – smvd513@gmail.com,

Website: www.smvdpolypack.com

NOTICE OF POSTAL BALLOT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday, June 11, 2025 at 09:00 a.m. (IST)	Thursday, July 10, 2025 at 05:00 p.m. (IST)

Dear Members,

NOTICE is hereby given to the Shareholders (“**Members**”) of SMVD Polypack Limited (“**Company**”) that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”) and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of Secretarial Standard on General Meetings (“**SS-2**”) read with the General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No 09/2023 dated September 25, 2023, and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (together “**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (together “**SEBI Circulars**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto (“**SEBI Listing Regulations**”), the resolutions appended below are proposed to be passed as a Special Resolution/Ordinary Resolution by way of a postal ballot (“**Postal Ballot**”) through remote electronic voting process (“remote e-voting/e-voting”).

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, Members can vote only through the remote e-voting. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically and has engaged the services of National Securities and Depository Limited (“**NSDL**”) for facilitating the e-voting process.

Members are requested to read the instructions in the notes under the section “General information and instructions relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote(s) electronically. Members are requested to cast their votes through the e-voting process not later than 05:00 P.M. IST on Thursday, July 10, 2025, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.

The Board of Directors of the Company have appointed Mr. Robin Jain (M/s. Robin Jain & Associates) Practicing Company Secretary (CP No. 11977) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner.

The explanatory statement under Section 102(1) of the Act (“Explanatory Statement”) setting out the material facts concerning the proposed resolutions and the reasons thereof are annexed hereto for your consideration.

SPECIAL BUSINESS(ES):

1. AUTHORITY TO SELL/LEASE OR DISPOSE OFF LAND UNDER THE PROVISIONS OF SECTION 180

(To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:)

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing regulations and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, and subject to release of lien by Banks on the property of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off the land registered in the name of the Company situated at VILL- SRIRAMPUR, PO. MALLICKPUR,,DIST- 24 PGS (S) KOLKATA – 700 145, measuring about 1.67 acres in relation to the Undertaking as an “as is where is” basis in totality or in tranches or in any other manner as the Board may deem fit in the interest of the stakeholders and the Company, to one or more eligible buyers at the higher of either the market value of land as on the date of sale of land/ entering into agreement for sale, or at the present value estimated at around Rs 8.09 crores (Rupees Eight crores nine lakhs) on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the

Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

2. AUTHORITY TO SELL/LEASE OR DISPOSE OFF INVESTMENTS UNDER THE PROVISIONS OF SECTION 180

(To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:)

“**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the listing regulations and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary and subject to release of lien by Banks/financial institution on the property/assets of the Company, if any, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off the investment of 2,60,000 shares of the face value of Rs.10/- each in un-quoted Equity Instruments to Mr. Pramod Kumar Agarwal &/or Mrs. Sangita Agarwal at the fair market value of shares derived as on the date of sale of shares, the estimated present value for the same is around Rs. 82.91 per share or Rs.2.16 crores (Rupees Two crore sixteen lakhs overall) & leftover units of Quoted Mutual Funds 946.024 units or less at market price on the date of sale through market settlement the estimated present value for the same around is Rs.24.97 lakhs (Rupees Twenty Four lakhs ninety seven thousand) both held as assets in the name of the Company in relation to the Undertaking in totality or in tranches or in any other manner as the Board may deem fit in the interest of the stakeholders and the Company, on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment /transfer deed and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

3. APPROVAL FOR RELATED PARTY TRANSACTION

*To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:-*

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules 2014, Regulation 23 of SEBI (LODR) Regulations, 2015, the Companies Policy on Related Party Transactions and any other applicable provisions

including any amendments thereto for the time being in force, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/agreement(s)/transaction(s) with Mr. Pramod Kumar Agarwal and/or Mrs. Sangita Agarwal, Directors of the Company interested in the Capacity of Directors of other Company, a related party within the meaning of Section 2(76) of the Companies Act, 2013 for the sale of Investment in 2,60,000 shares of Associate Company on such terms and conditions as the Board of Directors may deem fit at the Fair Market Value of shares on the date of Sale, the estimated present value for the same is around Rs. 82.91 per share or Rs.2.16 crores

(Rupees Two crore sixteen lakhs overall) such that the transaction(s) so carried out shall be in the ordinary course of business of the Company at arm's length.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and are hereby severally authorized to execute all the requisite documents from the said related party and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

Registered Office

Imagine Techpark,
Block DP, Unit 5A,
24th Floor, Sector V,
Bidhannagar, Kolkata 700 091.
May 30, 2025

For and on behalf of the Board

Sd/-
Shikha Agarwal
Company Secretary

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("**the Act**") and Secretarial Standards on General Meetings ("**SS-2**") setting out material facts are appended herein below.
2. Mr. Robin Jain, Practicing Company Secretary (Membership No. 32446)
3. Mr. Robin Jain, Company Secretary (Membership No 32446) has been appointed as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner.
4. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on Friday, June 06, 2025 ("**Cut-off date**") and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.14.
5. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to provide their assent or dissent through remote e-voting only.

6. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
7. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (“NSDL”) for facilitating e-voting to enable the Members to cast their votes electronically.
8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories/ RTA. Members may note that the Postal Ballot notice will also be available on the Company’s website www.smvdpolypack.com at weblink i.e. <https://www.smvdpolypack.com/news-highlights> and website of the Stock Exchange NSE at www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com>. Members not having their email IDs registered are requested to download a copy of Postal Ballot Notice available at the website of the Company or any other websites as aforesaid.
9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to cs@smvdpolypack.com mentioning his / her / its folio number / DP ID and Client ID.
10. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL/ Central Depository Services (India) Limited (CDSL) as on Friday, June 06, 2025 .The Members whose name appears in the Register of Members/ list of Beneficial Owners as on Friday, June 06, 2025 , being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
11. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, June 06, 2025, being the cut-off date fixed for the purpose.
12. The voting through electronic means will commence on, Wednesday, June 11, 2025 at 9:00 a.m. (IST) and will end on Thursday, July 10, 2025 at 5:00 p.m. (IST).The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change subsequently.
13. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
14. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same with the Registrar & Share Transfer Agent (“RTA”) M/s. Skyline Financial Services Pvt. Ltd. D-153A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020, e-mail – info@skylinerta.com In case of any queries/difficulties in registering the e-mail address, Members may write to cs@smvdpolypack.com. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
15. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall also be announced through newspaper publication which would also be available at the website of the Stock Exchange.

16. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the results of the Postal Ballot e-voting process will be declared on or before Saturday, July 12, 2025 at the Registered Office of the Company and the results will also be displayed on the Notice Board at the registered office of the Company, immediately after the declaration of the results by the Chairman or a person authorized by him in writing. The results of the Postal Ballot (including e-voting), along with the Scrutinizer's Report will be posted on the Company's website <https://www.smvdpolypack.com/news-highlights>.
17. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed and NSDL. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, July 10, 2025 being the last date specified by the Company for remote e-voting.
18. The resolutions passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
19. Any query in relation to the resolutions proposed to be passed through Postal Ballot may be addressed to Mrs. Shikha Agarwal, Company Secretary at Email: cs@smvdpolypack.com or query/grievance with respect to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and E-voting User Manual for Members available under the Downloads section of NSDL's e-voting website or contact Ms. Pallavi Mhatre, Senior Manager – National Securities Depository Limited, 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 at 022 - 4886 7000 or at E-mail ID : evoting@nsdl.com.
20. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

Instructions for the Shareholders relating to the E-voting

The voting period begins on Wednesday, June 11, 2025 at 9:00 a.m. (IST) and ends on 5:00 pm IST on Thurs, July 10, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Friday, June 6, 2025 (Cut-off Date) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
----------------------	--------------

Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are 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 4. 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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
--	--

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
--	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities 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 at 022 - 4886 7000
Individual Shareholders holding securities 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 toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Robin Jain at robinbarzattia@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@smvdpolypack.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (cs@smvdpolypack.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1:

As already informed and updated in due course of time regarding the disastrous fire incident that occurred in the year 2023 were in the whole manufacturing unit of the Company was burnt. As the Company has no plans to set up its unit in the State of West Bengal and after considering various options, the Board has decided to sell the land in the overall best interest of the Company.

The aforementioned land of the Company situated at VILL- SRIRAMPUR, PO. MALLICKPUR,,DIST- 24 PGS (S) KOLKATA – 700 145 is presently mortgaged with the Banks and would soon be released on receipt of Insurance Claim which is at its final stage of disbursement.

The Board of Directors of the Company, at its meeting held on 30th May, 2025 subject to approval of shareholders has consented to sell / dispose off its land singly or in tranches situated at VILL- SRIRAMPUR, PO. MALLICKPUR,,DIST- 24 PGS (S) KOLKATA – 700 145 ("Undertaking") measuring about 1.67 acres to eligible one or more buyers as an "as is where is" basis for overall consideration at higher of either the market value of land as on the date of sale of land/ entering into agreement for sale, or at the present value estimated at around Rs 8.09 crores (Rupees Eight crores nine lakhs) . The net proceeds from the sale of the land/Undertaking will either be utilized for enhancement of working capital of the Company or for general business purposes.

Closing of the Transaction is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals including release of property by the Banks. Barring unforeseen circumstances, and the prospective time taken for search of eligible buyer it is anticipated that the Closing may take place by the end of the financial year 2025-26 or earlier.

As per the provisions of Section 180 (1)(a) the sale/lease/disposal of this undertaking requires passing of Special Resolution by the members were in the Investment by the Company exceeds twenty percent of its

new worth as per the audited Balance Sheet of preceding financial year. Hence the Directors for the Company recommend the passing of the Resolution No.1 as a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution except to the extent of their holdings in the Company.

Item No. 2:

Considering the requirement of funds, the Board of Directors of the Company, at its meeting held on 30th May, 2025 approved the Company to sell / dispose off its investments subject to approval of shareholders, held in un-quoted Equity Instruments of Aashakiran Commodeal Pvt. Ltd. of 2,60,000 shares of the face value of Rs. 10/- each singly or in tranches to Mr. Pramod Kumar Agarwal (Mg. Director) and /or Mrs. Sangita Agarwal (Director) at the at the fair market value of shares derived as on the date of sale of shares, the estimated present value for the same is around Rs. 82.91 per share or Rs.2.16 crores (Rupees Two crore sixteen lakhs overall). The net proceeds from the aforesaid sale will be utilized either for enhancement of working capital of the Company or for general business purpose. The sale would result in ceasing of the associate Company relationship.

Similarly, the sale/disposal of Investment of the Company in quoted Mutual Funds nearly about 946.024 leftover units costing around Rs.24.97 lakhs as on date has been approved by the Board of Directors at their meeting held on the aforesaid date subject to approval of shareholders and release of lien by Banks. The mutual funds will be sold at the market price as on the date of sale through online mode. The net proceeds from the aforesaid sale can either be utilized for repayment of Outstanding debts, if any or for enhancement of working capital of the Company or for general business purpose.

Closing of the Transaction is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals. Barring unforeseen circumstances, and the prospective time taken for it is anticipated that the Closing may take place by the end of the half year on September, 2025 or by the end of the financial year 2025-26.

Although the main business activity of the Company is not to deal in shares and securities yet in the present financial scenario the aforesaid investments may or may not fall under the definition of undertaking as per the provisions of Section 180 (1)(a). But in order to avoid any non-compliances in future, the Directors of the Company recommend the passing of the Resolution No.2 as a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives except Mr. Pramod Kumar Agarwal, Mrs. Sangita Agarwal and Mr. Pawan Kumar Agarwal and their relatives are concerned or interested in the said Special Resolution. It may further be noted that all the aforementioned Directors and their relatives are only deemed interested in the sale of Investments of Equity Instruments.

Item No. 3:

The First proviso to Section 188(1) states that no Company shall enter into any contract/agreement/transaction with the related party if the aggregate value of transaction(s) amounts to 10% or more of the net worth of the Company except with the prior approval of the shareholders through resolution

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s)/contract/agreement to be entered into by your Company with Mr. Pramod Kumar Agarwal and Mrs. Sangita Agarwal, Directors of the Company in the financial year 2025-26.

SMVD POLYPACK LTD.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, along with the other information's w.r.t. the transaction(s) with Mr. and Mrs. Agarwal are as follows:

Sl No.	Particulars	Remarks
1.	Name of the Related Party	Mr. Pramod Kr. Agarwal Mrs. Sangita Agarwal
2.	Name of the Director or KMP who is related	Mr. Pramod Kr. Agarwal Mrs. Sangita Agarwal Mr. Pawan Kumar Agarwal
3.	Nature of Relationship	KMP's or Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of 2,60,000 un-quoted shares of Associate Company at Fair Market value of share as on the date of sale, the present value for which is around Rs. 2.16 cr.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	The Associate relationship would cease to exist post sale of Shares. The proposed transaction would be in the interest of the Company as the Company would be able to generate some liquid assets for its general and other business purposes.

The aforesaid transaction has been recommended to the Board by the Audit Committee after considering all the relevant details for decision making and the certificate provided by the CEO and promoter directors that the transaction as aforesaid, if entered into would not be prejudicial to the interest of the shareholders. It may further be noted that the Board/committee has also reviewed the Fair Market Valuation of Shares as on date (which is variable). Hence after considering that the proposed Related Party Transaction would be at arm's length price therefore in the interest of the shareholders and the Company the Board recommends the passing of the Resolution No.3 as an Ordinary Resolution.

Except the aforesaid directors and their relatives, none of the Directors and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the resolution. The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as an Ordinary Resolution.