

NOTICE

NOTICE is hereby given that the Nineteenth (2nd Post Listing) Annual General Meeting of G M Polyplast Limited (Formerly known as G M Polyplast Private Limited) will be held on Friday, September 30, 2022 at 10.30 A.M. at Hotel Sahara Star, Nehru Road, Opp. Domestic Airport, Vile Parle (East), Mumbai – 400 099. the to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the year ended March 31, 2022, including Balance Sheet, Profit and Loss Account and Cash Flow Statement, the Director's Report and Auditor's Report thereon.
2. To confirm the Interim Dividend of Re. 1/- per equity share (Declared on November 12, 2021) already paid during the financial year ended March 31, 2022.
3. To appoint a director in place of Mrs. Sarita Dinesh Sharma (DIN 00128337), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of section 61, 64 and 13 of the Companies Act, 2013 and Rule 15 of Companies (Share Capital and Debentures) Rules, 2014, applicable rule framed the under including any statutory modification(s) and re-enactment(s) thereof, to the extent applicable and the enabling provisions in the articles of association of the Company and subject to the applicable Regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and other statutory provisions introduced by Securities and Exchange Board of India and other regulatory approvals, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the company from Rs.2,00,00,000/- (Two crore rupees) divided into 20,00,000 (Twenty lakh) Equity Shares of Rs. 10/- (Ten rupees) each to Rs. 15,00,00,000/- (Fifteen crore rupees) divided into 1,50,00,000 (One crore fifty lakh) Equity Shares of Rs. 10/- (Ten rupees) each ranking pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties and to sign, execute and file all the necessary documents, applications and returns and to do all such acts deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary E-forms with the Registrar of Companies, Mumbai, Maharashtra.”

5. ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY :

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

“RESOLVED THAT pursuant to the provisions of Section 61, Section 64 read with Section 13 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the consent of the members of the company be and is hereby accorded to substitute the 'Existing Clause V' of the Memorandum of Association of the Company with the 'Amended Clause V' in light of increase in the Authorised Share Capital of the Company.

Existing Clause V:

V. The Authorized Share Capital of the company shall be INR. 2,00,00,000/- (Indian rupees Two crores only) divided into 20,00,000 (Twenty lakh) Equity Shares of INR. 10/- (Indian rupees Ten only) each.

Amended Clause V:

V. The Authorized Share Capital of the company shall be INR. 15,00,00,000/- (Indian rupees Fifteen Crore only) divided into 1,50,00,000 (One crore fifty lakh) Equity Shares of INR. 10/- (Ten rupees only) each.

RESOLVED FURTHER THAT Directors of the Company by and are hereby severally authorised to issue certified copies of this resolution as and when required and to sign, execute and file all the necessary documents, applications and returns and to do all such acts deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary e-forms with the Registrar of Companies, Mumbai, Maharashtra.”

6. TO REGULARIZE AND RATIFY THE APPOINTMENT OF MR. SUHAS RANE (DIN: 03126514) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, Mr. Suhas Rane (DIN 03126514) who was appointed as an Additional Director (Independent Director) in the Board meeting held on August 27, 2022, and whose appointment was recommended by the Nomination and Remuneration Committee and also in respect of whom a Notice proposing his appointment is received by the Company and who is eligible for

appointment and who meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed there under along with Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed to hold office as an Independent Director for a term of five years commencing from August 27, 2022 up to August 26, 2027 and not liable to retire by rotation

RESOLVED FURTHER THAT, pursuant to Regulation 17 (1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, and other regulations made applicable by SEBI, other applicable provisions of the Companies Act, 2013 and the rules thereunder including any amendments, statutory modifications and/or re-enactments for the time being in force, the consent of the members be and is hereby accorded to continue the appointment of Mr. Suhas Rane while he attains seventy-five years of age during his continuation of his tenure.

RESOLVED FURTHER THAT Directors of the Company hereby severally authorized to issue certified copies of this resolution as and when required and to sign, execute and file all the necessary documents, applications and returns and to do all such acts deeds, matters and things as may be considered necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution including filing of necessary e-forms with the Registrar of Companies, Mumbai, Maharashtra.”

**By Order of the Board of Directors
For G M Polyplast Limited
(Formerly known as G M Polyplast Private Limited)**

Dinesh Balbirsingh Sharma

Managing Director

DIN:00418667

Date: August 12, 2022

Place: Mumbai

**Registered Office: A-66, New Empire Industrial Estate, Kondivita Road,
Andheri East, Mumbai – 400059**

CIN: L25200MH2003PLC143299

Website: www.gmpolyplast.com

Email: info@gmpolyplast.com

Phone : +91-22-2836 9403 / 28369722

Fax : +91-22-2820 9552

NOTES:

The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act"), in relation to the item no 4,5 & 6 of Special Business in the Notice which were considered unavoidable by the Directors is annexed hereto and forms part of this Notice. Also, relevant details in respect of Director seeking re-appointment at the AGM, in terms of Regulations 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this notice

1. **General Instructions:** 1. The Annual General Meeting will be held at the said venue by strictly to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
5. Pursuant to the provision of section 91 of the Companies Act and Rules made thereunder and other applicable provisions of the Act, circulars issued by the company from time to time and Regulations of SEBI (LODR) Regulations 2015, the Company has fixed Friday, September 23, 2022 as the record (cut off) date for determining the members eligible to vote through remote E Voting facility. Also, the E Voting facility is available for members from Tuesday September 27, 2022 from 09:00 A.M. until Thursday September 29, 2022 until 05:00 P.M. (both days inclusive). The Book Closure for the Nineteenth Annual General Meeting is scheduled from, Saturday, September 24, 2022 until Friday September 30, 2022. (both days inclusive).

6. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the registered office of the Company during the office hours on all working days between 11.00AM. to 3:00 P.M. up to the date of conclusion of AGM.
7. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.
8. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.
9. At the ensuing Annual General meeting, Mrs. Sarita Dinesh Sharma (DIN: 00128337) retires by rotation and seeks appointment.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT account.
11. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting
12. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
13. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
14. Pursuant to section 72 of the Companies Act, 2013 members holding shares in electronic form, the nomination form SH-13 may be filed with the respective depository participant. (a copy of which is placed on the website of Company www.gmpolyplast.com)
15. Members are requested to bring their copy of Annual Report to the AGM. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM.
16. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).

18. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail Ids with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2021-2022 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website www.gmpolyplast.com and on the website of Bombay Stock Exchange (BSE) www.bseindia.com. As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

19. E-VOTING PROCESS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote at the 19th (2nd Post Listing) Annual General Meeting by electronic means.

For this purpose, the Company has entered into an agreement with CDSL Limited for facilitating e-voting to enable the members to cast their votes electronically.

The business of this Annual General Meeting may be transacted through e-voting as per details given below:

- 1) Date and time of commencement of e-voting: Tuesday, September 27, 2022 at 9.00 A.M.
- 2) Date and time of end of e-voting, beyond which voting will not be allowed: Thursday, September 29, 2022 at 5.00 P.M.

The e-voting module shall be disabled for voting, thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, September 23, 2022 may cast their vote electronically,

- 3) Details of Website for e-voting: www.evotingindia.com
- 4) The Board of Directors have appointed CS Pranay Vaidya, from Dipesh Pranay & Co. LLP, Practicing Company Secretaries as the Scrutinizer to scrutinize the E Voting and the poll process for the

- resolutions set out in the Notice of the 19th Annual General Meeting, in true and transparent manner.
- 5) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.
 - 6) In case Members have any queries regarding e-voting, they address to helpdesk.evoting@cdslindia.com or contact 022-23058738 and 022-23058542/43
 - 7) Any person, who acquires shares of the Company and becomes its Member after the sending of Notice of the AGM and holds shares as on the cutoff date for voting i.e. September 23, 2022 may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
 - 8) The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
 - 9) The results declared along with the report of the scrutinizer's shall be placed on the website of the Company www.gmpolyplast.com and on the website of BSE immediately after the declaration of result by the Chairman or a person authorized by him in writing.

CDSL e-Voting System – For e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The Voting period begins on Tuesday, September 27, 2022 at 9.00 A.M. and ends on Thursday, September 29, 2022 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (Record date) of Friday, September 23, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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. 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 e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk
Individual Shareholders holding securities in Demat mode with at CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module. 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.
- 3) Next enter the Image Verification as displayed and Click on Login.
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant GM Polyplast Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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 & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - Alternatively Non Individual shareholders 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 and to the Company at the email address viz; pranay@dapco.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

GENERAL INSTRUCTIONS :

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, September 23, 2022.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- a. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- b. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- c. The 19th Annual General Meeting (2nd Post Listing) of the Company is scheduled to be held on Friday, September 30, 2022. The E-Voting Facility shall be available from Tuesday, September 27, 2022 at 9.00 A.M. until Thursday, September 29, 2022 at 5.00 P.M.
- d. Cut off date for determining the members eligible to cast their vote is Friday, September 23, 2022 and the Book Closure dates for the 19th Annual General Meeting (2nd Post Listing) shall be Saturday, September 24, 2022 upto Friday, September 30, 2022 (both days inclusive).

The Board of Directors have appointed CS Pranay Vaidya from Dipesh Pranay & Co. LLP, Practising Company Secretaries as the Scrutinizer to scrutinize the E Voting and the poll process for the resolutions set out in the Notice of the 19th (2nd Post Listing) Annual General Meeting, in true and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting by use of poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The results declared along with the report of the scrutinizer's shall be placed on the website of the Company www.gmpolyplast.com and on the website of BSE immediately after the declaration of result by the Chairman or a person authorized by him in writing.

**By Order of the Board of Directors
For G M Polyplast Limited
(Formerly known as G M Polyplast Private Limited)**

**Dinesh Balbirsingh Sharma
Managing Director
DIN:00415337**

Date: August 12, 2022

Place: Mumbai

Registered Office: A-66, New Empire Industrial Estate, Kondivita Road, Andheri East, Mumbai – 400059

CIN: L25200MH2003PLC143299

Website: www.gmpolyplast.com

Email: info@gmpolyplast.com

Phone : +91-22-2836 9403 / 28369722

Fax : +91-22-2820 9552

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:
Item No. 4 & 5

The Company in augment of further capital it was proposed to increase the Authorised Share Capital of the Company from Rs. 2,00,00,000/- (Two crore rupees) divided into 20,00,000 (Twenty lakh) Equity Shares of Rs. 10/- (Ten rupees) each to Rs. 15,00,00,000/- (Fifteen crore rupees) divided into 1,50,00,000 (One crore fifty lakh) Equity Shares of Rs. 10/- (Ten rupees) each ranking pari passu with the existing Equity Shares of the Company.

Pursuant to the provisions of the Companies Act, 2013, it requires the Company to obtain the approval of the Members for the increase in the Authorised Share Capital and consequent alteration of capital clause of the Memorandum of Association of the Company. The Board of Directors of the Company at their Meeting held on August 12, 2022 have approved the increase in the Authorised Share Capital subject to approval of members at the Annual General Meeting to be convened in this regard.

The Board of Directors accordingly recommends the resolution set out in the Notice for the approval of the Members. A Copy of Memorandum of Association of the Company together with the proposed alteration will be available for inspection by the Members at the Registered Office of the Company on any working day except Public holidays up to the date of and during the Annual Meeting of the Company.

The Memorandum of Association of the Company is proposed to be suitably altered by passing resolution as set out in Item No. 4&5. The provisions of section 13 of the Companies Act, 2013 require the company to seek approval of the members for alteration of capital of the Memorandum of Association of the Company. The Said Alteration is approved by the articles of association of the Company. None of the Directors & Key managerial personnel's of the company or the respective relatives is concerned or interested in the resolution mentioned at item No. 4 & 5 of the Notice. The Board recommends the resolution set forth in item No. 4&5 for approval of the Members

Item No. 6

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Suhas Rane (DIN:03126514) was appointed as an Additional Director (Independent Director) of the Company, not liable to retire by rotation, by the Board of Directors at their Meeting held on 27th August, 2022, subject to the ratification of such additional director and subject to the approval of the Members by way of Special Resolution for his appointment as Independent Director.

Mr. Suhas Rane fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management. The Company has received from Mr. Suhas Rane (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

In terms of provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Act, read with Schedule IV to the Act and the Rules made there under, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Mr. Suhas Rane as an Independent Director of the Company for a period of five years commencing from August 27, 2022 up to August 26, 2027 and not liable to retire by rotation is being placed before the Members for their approval by way of a Special Resolution. Also, the Board of Directors through this special resolution seeks the approval of members in respect of the appointment of Mr. Suhas Rane who shall during the currency this appointment attain 75 years of age. Mr. Suhas Rane has done his PhD in Supply Chain Management, University of Pune, India and has perused DMS, Management Diploma, from University of Mumbai, Welingkar Institute after completing his graduation in the field of Engineering in Mechanics, University in Mumbai, India. He had been associated to various companies and has been a visiting faculty in NMIMS

In the opinion of the Board, Mr. Suhas Rane is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. The profile and specific areas of expertise of Mr. Suhas Rane are provided elsewhere in this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice. The Board recommends the Special Resolution set forth in Item No. 6 for the approval of the Members

**By Order of the Board of Directors
For G M Polyplast Limited
(Formerly known as G M Polyplast Private Limited)**

**Dinesh Balbirsingh Sharma
Managing Director
DIN: [00418667](#)**

Date: August 12, 2022

Place: Mumbai

Registered Office: A-66, New Empire Industrial Estate, Kondivita Road, Andheri East, Mumbai – 400059

CIN: L25200MH2003PLC143299

Website: www.gmpolyplast.com

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Annexure A
Details of the Directors seeking appointment/re-appointment at the 18th Annual General Meeting
(In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name of the Director	Mrs. Sarita Dinesh Sharma	Dr. Suhas Rane
DIN	00128337	03126514
Designation	Executive Director	Independent Director
Age (in years)	42 years	71 years
Qualification	Higher Secondary Education	PhD in Supply Chain Management, University of Pune, India and has pursued DMS, Management Diploma, from University of Mumbai, Welingkar Institute after completing his graduation in the field of Engineering in Mechanics, University in Mumbai, India
Expertise in specific functional areas	Management	Strategy, Planning, Administration and Governance
Remuneration sought to be paid	12,00,000 (Twelve Lakhs) per annum	NA
Terms and Conditions of	<ol style="list-style-type: none"> Mrs. Sarita Sharma shall perform her duties subject to the superintendence, control and direction of the Board of Directors of the Company. In consideration of the performance of her duties, she shall be entitled to receive remuneration of Rs. 12,00,000/- per annum. If at any time the Whole Time Director cease to be in the employment of the Company for any cause whatsoever, she shall cease to be the Whole Time Director of the Company. 	<p>Appointment as an Independent Director</p> <p>Appointment for a period of Five years with effect from August 27, 2022 until August 26, 2027</p>
Date of first appointment on the Board of Directors of the Company	November 27, 2003	August 27, 2022

Shareholding in the Company (a) Own As a Beneficial Owner	6,88,995 Equity Shares Nil	NA
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Wife of Managing Director- Mr. Dinesh Balbirsingh Sharma, Daughter in Law of Director- Mr. Balbirsingh Bholuram Sharma	NA
Number of Board meetings attended during the financial year 2021-22	4 (Four)	NA
List of Directorships held in other companies, as on March 31, 2022	Nil	Nil
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2022	Nil	Nil

**G M Polyplast Limited****CIN: L25200MH2003PLC143299****ATTENDANCE SLIP****PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF
THE MEETING HALL**

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id:		Folio No.
Client Id:		No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the Nineteenth (2nd Post Listing) Annual General Meeting of G M Polyplast Limited (Formerly known as G M Polyplast Private Limited) scheduled to be held on Friday September 30, 2022 at 10.30 A. M. IST at Hotel Sahara Star, Nehru Road, Opp. Domestic Airport, Vile Parle (East), Mumbai – 400 099.

* Applicable for investors holding shares in electronic form.

Signature of
the
Shareholder

**G M Polyplast Limited**

CIN: L25200MH2003PLC143299

Regd. Off. A-66 New Empire Industrial Estate Kondivita Road, Andheri East
Mumbai Mumbai City MH 400059 IN

Tel No.: +91-22-2836 9403 / 28369722

Website: www.gmpolyplast.com

Email: info@gmpolyplast.com / compliance@gmpolyplast.com

**MGT-11
PROXY FORM****[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014]
Nineteenth (2nd Post Listing) Annual General Meeting on Friday September 30, 2022**

Name of the members	
Registered address	
E-mail Id:	
Folio No./DP ID/Client ID:	

I/We being member(s) of G M Polyplast Limited, holding _____ shares of the Company, hereby appoint:

(1) Name: _____ Address _____
Email Id _____ Signature _____ or failing him;(2) Name: _____ Address _____
Email Id _____ Signature _____ or failing him;(3) Name: _____ Address _____
Email Id _____ Signature _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Nineteenth (2nd Post Listing) Annual General Meeting of the Company to be held on Friday September 30, 2022 at 10.30 A.M. IST at Hotel Sahara Star, Nehru Road, Opp. Domestic Airport, Vile Parle (East), Mumbai – 400 099. and at any adjournment thereof in respect of following resolutions:

Resolutions	For	Against
Ordinary Business:		
1. To receive, consider and adopt the Audited financial statements of the Company for the year ended March 31, 2022, including Balance Sheet, Profit and Loss Account and Cash Flow Statement, the Director's Report and Auditor's Report thereon		
2. To confirm the Interim Dividend of Re.1/- per equity share (Declared on November 12, 2021) already paid during the financial year ended March 31, 2022.		
3. To appoint a director in place of Mrs. Sarita Dinesh Sharma (DIN: 00128337), who retires by rotation and being eligible, offers herself for re-appointment.		
Special Business:		
4. Increase in Authorized Share Capital of the Company.		
5. Alteration of memorandum of association of the company.		
6. To Regularize And Ratify The Appointment Of Mr. Suhas Rane (din: 03126514) As An Independent Director Of The Company		

Signed this _____ day of _____ 2022

Signature of the Member _____

Signature of the Proxy holder(s) _____

Affix
Revenue
Stamp Rs.
1/-

