

NOTICE

NOTICE is hereby given that the Twenty Second (5th Post Listing) Annual General Meeting of G M Polyplast Limited (Formerly known as G M Polyplast Private Limited) will be held on Saturday, August 23, 2025 at 12:00 P.M. at IRA By Orchid Mumbai - T2 International Airport (Formerly VITS Mumbai) Metro Station, IRA By Orchid, Andheri - Kurla Rd, near Chakala, Bhim Nagar, Andheri East, Mumbai, Maharashtra 400059 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, 2025, including Balance Sheet, Profit and Loss Account and Cash Flow Statement, Auditor's Report and the Director's Report and Annexure thereon.
2. 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:

3. **Continuation of appointment of Non-executive Non-Independent Director Mr. Balbir Singh Bholuram Sharma (DIN 00374565), and revising his remuneration.**

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 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to provisions of Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, and other provisions as may be applicable to the company from time to time and pursuant to the continuation of the terms of his appointment as a Non-Executive and Non Independent Director and in respect of whom the company has received a Notice from the members along with the requisite amount as per the provisions of the law and in respect to which Mr. Balbir Singh Bholuram Sharma (DIN: 00374565) has consented to continue and be re-appointed, the consent of the members be and is hereby accorded to continue his appointment as Non-Executive Non Independent Director of the Company, liable to retire by rotation, for a term of 5 consecutive years commencing from August 23, 2025 to August 22, 2030.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, Section 198 and other applicable provisions, along with the Rules made thereunder, if any, of the Companies Act, 2013 read with Schedule V and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 17 and other applicable Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as and when applicable and subject to such approvals as may be necessary, and pursuant to the resolutions passed by the Nomination and Remuneration Committee and the Board of Directors in their respective meetings, the consent of the members of the Company be and is hereby accorded to remunerate Mr. Balbir Singh Bholuram Sharma (DIN: 00374565), Non-Executive Non-Independent Director of the Company, at a fixed amount of INR 50,000/- (Indian Rupees Fifty Thousand only) per month or such increase, as may be recommended by the Nomination and Remuneration Committee and determined by the Board of Directors in compliance to the applicable provisions of Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as and when applicable, and other applicable provisions from time to time.

RESOLVED FURTHER THAT, pursuant to the applicable provisions of the Companies Act 2013, Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, Regulation 17 and other applicable Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as and when applicable, and the provisions of Companies Act 2013 or such other applicable provisions for the time being in force and pursuant to the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors in their respective meetings, the approval of the members is hereby accorded to continue the appointment of Mr. Balbir Singh Bholuram Sharma (DIN: 00374565), as Non-Executive Non Independent Director of the Company on attaining age of 75 years of age during the continuation of this term.

RESOLVED FURTHER THAT, pursuant to the recommendation of Nomination and Remuneration Committee and approval of the board of Directors in respective meetings, the consent of the shareholders is hereby accorded through this Special Resolution, in accordance with the provisions of Schedule V of the Companies Act, 2013, and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and shall remain effective during the tenure of the respective appointment in the event of inadequacy or absence of profits in any financial year during such tenure and the said Director shall be, then, remunerated, in accordance with the provisions of Schedule V of the Companies Act, 2013, in the event of inadequacy or absence of profits.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof), Chief Financial Officer and/or the Company Secretary and Compliance Officer whether individually or severally be and is hereby authorised to take all such steps, actions, and do all such acts, deeds, matters and things, as may be necessary, desirable, proper or expedient to give effect to this resolution including filing of necessary forms with the Registrar of Companies, making necessary disclosures to the stock exchanges and such other authorities, and the Directors shall be authorised to delegate all or any of the powers herein conferred to any Director(s), Committee(s), Officer(s) or Authorized Representative(s) of the Company as it may deem appropriate in this regard.”

4. **Continuation of appointment of Mrs. Sarita Dinesh Sharma (DIN: 00128337) as a whole-time 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 196, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the company has received a Notice from the members along with the requisite amount as per the provisions of the law and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors the consent of the members be and is hereby accorded for the continuation of appointment of Mrs. Sarita Dinesh Sharma (DIN: 00128337) as a Whole-Time Director (Promoter) of the Company, liable to retire by rotation, for a period of 5 years with effect from June 30, 2026 to June 29, 2031.

RESOLVED FURTHER THAT pursuant to the provisions of section 197 and 198 of the Companies Act 2013 read with Schedule V of the Companies Act and, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company and all other applicable laws, listing regulations and provisions, and pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and other provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 as and when applicable and pursuant to and subject to such approvals, conditions and modifications, as may be prescribed or imposed by any authorities, including the Central Government, if required, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in their respective meetings the approval of the members, be and is hereby accorded to pay to Mrs. Sarita Dinesh Sharma (DIN 00128337) Rs. 12,00,000/- (Indian Rupees Twelve Lakhs Only) per annum, i.e. INR 1,00,000 (Indian Rupees One Lakh Only) on terms and conditions, including perquisites, if any, and the Board of Directors be are hereby authorized to alter and vary the terms and conditions as the board may deem or increase, as may be recommended by the Nomination and Remuneration Committee and determined by the Board of Directors in compliance to the applicable provisions of Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as and when applicable, and other applicable provisions from time to time.

RESOLVED FURTHER THAT, pursuant to the recommendation of Nomination and Remuneration Committee and approval of the board of Directors in respective meetings, the consent of the shareholders is hereby accorded through this Special Resolution, in accordance with the provisions of Schedule V of the Companies Act, 2013, and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and shall remain effective during the tenure of the respective appointment in the event of inadequacy or absence of profits in any financial year during such tenure and the said Director shall be, then, remunerated, in accordance with the provisions of Schedule V of the Companies Act, 2013, in the event of inadequacy or absence of profits.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof), Chief Financial Officer and/or the Company Secretary and Compliance Officer whether individually or severally be and is hereby authorised to take all such steps, actions, and do all such acts, deeds, matters and things, as

may be necessary, desirable, proper or expedient to give effect to this resolution including filing of necessary forms with the Registrar of Companies, making necessary disclosures to the stock exchanges and such other authorities, and the Directors shall be authorised to delegate all or any of the powers herein conferred to any Director(s), Committee(s), Officer(s) or Authorized Representative(s) of the Company as it may deem appropriate in this regard.”

5. **Approval for re-appointment of Mr. Subramanian Ramaswamy Vaidya (DIN: 03600249) as Non-Executive 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 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), read with Schedule IV to the Act and the Companies (Appointment and qualification of Directors) Rules, 2014 (‘Rules’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), from time to time or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors vide resolution passed in their respective meetings the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Subramanian Ramaswamy Vaidya (DIN: 03600249), who was appointed as Non-Executive Independent Director of the Company, from September 03, 2020 to September 02, 2025 (both days inclusive), and who is eligible for re-appointment and meets the criteria for independence as provided in Section 159 (6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director not liable to retire by rotation to hold office for a second term of 5 years commencing with effect from September 03, 2025 to September 02, 2030 (both days inclusive) and being of an age above 75 (Seventy Five).

RESOLVED FURTHER THAT Mr. Subramanian Ramaswamy Vaidya has submitted a declaration that he meets the criteria of independence under section 149(6) of the Act and Regulation 16(1) (b) of SEBI LODR Regulations, and is eligible for re-appointment.

RESOLVED FURTHER THAT, pursuant to the applicable provisions of the Companies Act 2013, Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, Regulation 17 and other applicable Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as and when applicable, and the provisions of Companies Act 2013 or such other applicable provisions for the time being in force and pursuant to the recommendation of Nomination and Remuneration Committee and the approval of Board of Directors in their respective meetings, the approval of the members is hereby accorded to continue the appointment of Mr. Subramanian Ramaswamy Vaidya (DIN: 03600249), - Non-Executive Independent Director of the Company, and being of an age above Seventy Five (75).

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to the foregoing resolution.”

6. **Appointment of M/S. Pranay D. Vaidya and Co., Practicing Company Secretaries as Secretarial Auditor 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 Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder [including any statutory modification or re-enactment thereof for the time being in force] and in accordance with the recommendation of the Board of Directors of the Company, M/s. Pranay D. Vaidya and Co., a firm of Company Secretaries in practice, (Membership Number A 40530) be appointed at this 22nd Annual General Meeting as the Secretarial Auditors of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit of five consecutive financial years respectively ending on March 31, 2026, until March 31, 2030 (“the Term”) and to issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term, at a remuneration to be determined by the Board of



Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to the foregoing resolution.”

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: July 17, 2025

Place: Mumbai

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

CIN: L25200MH2003PLC143299

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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 3,4,5,6 of Special Business in the Notice is annexed hereto and forms part of this Notice. Also, relevant details in respect of revising remuneration of Director at the AGM, in terms of the SEBI Listing Regulations are also annexed to this notice

1. 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
2. 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.
3. 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.
4. 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.
5. The Company has fixed Saturday, August 16, 2025 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 Wednesday, August 20, 2025 at 09:00 A.M. until Friday, August 22, 2025 until 05:00 P.M. (both days inclusive). The Book Closure for the Twenty Second Annual General Meeting is scheduled from, Sunday, August 17, 2025 until Saturday, August 23, 2025. (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 11:00 AM. to 3:00 P.M. up to the date of conclusion of AGM. You are advised to convey your visit atleast three days in advance at compliance@gmpolyplast.com.
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. At the ensuing Annual General meeting, Mr. Balbir Singh Bholuram Sharma (DIN 00374565) continuation of appointment and revision in his remuneration, Continuation of appointment of Mrs. Sarita Dinesh Sharma (DIN: 00128337) as a Whole-time director, re-appointment of Mr. Subramanian Ramaswamy Vaidya (DIN: 03600249) as Non-Executive Independent Director of the Company and Appointment of Mr. Pranay Vaidya and Co. Practicing Company Secretary as Secretarial Auditor of the Company.
9. 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.
10. 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 at compliance@gmpolyplast.com.
11. 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.
12. 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.
13. 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)

14. 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.
15. 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.
16. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
17. 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, the Notice of AGM and the Annual Report for the Financial Year 2024-2025 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.

Bigshare i-Vote E-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Wednesday, August 20, 2025 at 09:00 A.M. until Friday, August 22, 2025 until 05:00 P.M. (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, August 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. 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.

- iv. 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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. BIGSHARE, 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/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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 BIGSHARE and you will be re-directed to i-Vote 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" 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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.</p>

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 details
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 22 55 33.
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- 48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/ or voted on an earlier event of any company then they can use their existing user id and password to login.

- ☐ If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- ☐ Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- ☐ After successful login, **Bigshare E-voting system** page will appear.
- ☐ Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- ☐ Select event for which you are desire to vote under the dropdown option.
- ☐ Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- ☐ Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- ☐ Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- ☐ Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- ☐ You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- ☐ Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- ☐ Enter all required details and submit.

- ☐ After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- ☐ If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- ☐ Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**. *In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

Voting method for Custodian on i-Vote E-voting portal:

- ☐ After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- ☐ First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - o Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - o Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- o Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- ☐ To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- ☐ Select the Event under dropdown option.
- ☐ Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- ☐ Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

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 Tuesday, August 22, 2023.

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 22nd Annual General Meeting (5th Post Listing) of the Company is scheduled to be held on Saturday, August 23, 2025. The Company has fixed Saturday, August 16, 2025 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 Wednesday August 20, 2025 at 09:00 A.M. until Friday August 22, 2025 until 05:00 P.M. (both days inclusive). The Book Closure for the Twenty Second Annual General Meeting is scheduled from, Sunday, August 17, 2025 until Saturday August 23, 2025. (both days inclusive).
- d) Members who do not avail facility remote e voting shall be given poll paper at the meeting venue. Those members who have casted there votes through remote e voting shall not be allowed to vote at the meeting venue.

The Board of Directors have appointed CS Pranay Vaidya from Pranay D. Vaidya & Co. 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 22nd (5th 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 Balbeer Sharma

Managing Director

DIN:00418667

Date: July 17, 2025

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.

Item no. 3: Continuation of appointment of Non-executive Non-Independent Director Mr. Balbir Singh Bholuram Sharma (DIN: 00374565), and revising his remuneration.

Pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors at their respective meetings held on May 28, 2025, the Company proposes to continue the appointment of Mr. Balbir Singh Bholuram Sharma (DIN: 00374565) as a Non-Executive Non-Independent Director of the Company and to approve the remuneration payable to him during his proposed term. Mr. Balbir Singh Bholuram Sharma was initially appointed to the Board on February 27, 2020, and since then has played a significant role in providing strategic oversight and guidance to the Company. With an extensive experience spanning over four decades in business and industry, he brings deep insight and mature judgment to the deliberations of the Board. His ongoing involvement has consistently contributed to the Company's long-term vision, policy framework, and corporate governance practices.

Mr. Balbir Singh Bholuram Sharma has expressed his willingness and given his consent to be re-appointed as a Non-Executive Non-Independent Director for a further term of five consecutive years commencing from August 23, 2025, to August 22, 2030. In accordance with the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the appointment of Mr. Balbir Singh Bholuram Sharma to the office of director along with the prescribed deposit of INR 1,00,000 (Indian Rupees One Lakh only). His re-appointment will be placed before the members for approval at the ensuing Annual General Meeting.

It may be noted that Mr. Balbir Singh Bholuram Sharma will attain the age of 75 years during the course of the proposed term. In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Non-Executive Director beyond the age of seventy-five years requires the approval of shareholders by way of a special resolution. The Board, considering his invaluable expertise, leadership, and continued active contribution to the Company's affairs, is of the firm view that Mr. Balbir Singh Bholuram Sharma's continued association as a director will be beneficial to the Company and accordingly recommends that the members approve his continuation beyond the age of 75 years.

Brief Profile : Mr. Balbirsingh Bholuram Sharma (DIN: 00374565) is a Non-Executive Director of our Company. He was appointed to the Board at the Extraordinary General Meeting held on February 27, 2020, effective from the same date. He has completed his Secondary School Certificate (SSC) and brings with him over four decades of extensive industry experience. His vast knowledge and seasoned insights continue to provide valuable guidance to the Company's strategic direction and growth.

Further, in recognition of his long-standing commitment, professional contributions, and continued engagement with the Company's strategic matters, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, has approved a remuneration of INR 50,000 (Indian Rupees Fifty Thousand only) per month, aggregating to INR 6,00,000 (Indian Rupees Six Lakh only) per annum, or such other amount as may be determined by the Board from time to time on the recommendation of the Committee. The proposed remuneration is in accordance with the applicable provisions of Sections 197 and 198 of the Companies Act, 2013 and the applicable provisions of the SEBI (LODR) Regulations, 2015. The remuneration shall be inclusive of all allowances and perquisites and may be paid as monthly remuneration or in such other manner as may be decided by the Board. In the event of inadequacy or absence of profits in any financial year during his term, the Company proposes to pay such remuneration to Mr. Balbir Singh Bholuram Sharma in accordance with the provisions and limits prescribed under Schedule V of the Companies Act, 2013, without obtaining further approval of the Central Government, subject to compliance with all conditions specified therein.

Mr. Balbir Singh Bholuram Sharma has submitted all necessary declarations and disclosures as required under the Companies Act, 2013 and the SEBI (LODR) Regulations, including declarations of not being disqualified to act as a director. The Company shall keep available for inspection by the members all relevant documents pertaining to his appointment and remuneration at the Registered Office of the Company during normal business hours on working days up to and including the date of the Annual General Meeting.

The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

1. Nature of industry

The Company is in the business of manufacturing of Acrylonitrile Butadiene Styrene (ABS) Plastic Sheets, High Impact Polystyrene (HIPS) Sheets, PET (Polyethylene Terephthalate) Sheets /Rolls, Amorphous Polyethylene Terephthalate (A-PET) Sheet, Recycled Polyethylene Terephthalate (RPET) Sheet, HDPE (High Density Polyethylene) Sheets / Rolls, PP (Polypolyne) Sheets / Rolls, Electrostatic discharge materials (ESD materials).sheets, granules and supplying of high-grade Sheets and Granules in India.

2. Date or expected date of commencement of commercial production:

November, 2003

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

4. Financial performance based on given indicators:

Particulars	March 31,2025	March 31,2024
Revenue from Operations	9,61,555	9,20,191
Other Income	834	1763
Total Revenue	9,62,389	9,21,954
Less: Expenses		
Cost of materials consumed	7,10,445	6,98,761
Change in inventories of Finished goods, work-in-progress and stock-in-trade	8,327	-7354
Other Manufacturing expenses	44,508	43,405
Employee Benefit Expense	32,976	30,238
Other Expenses	48,263	41,614
Total Expenses	8,44,519	8,06,664
Earnings before exceptional items, extraordinary items, interest, tax, depreciation & amortization (EBITDA)	1,17,870	1,15,290
Finance Costs	5,340	3,747
Depreciation	12,628	12,862
Profit before exceptional items, extraordinary items & tax	99,902	98,681
Exceptional items and Extraordinary items – Prior Period item	-	-
Profit before Tax	99,902	98,681
Current Tax Expenses	26,563	93
Tax Expense relating to prior years	-1,198	25,910
Deferred Tax Expenses	379	1,527
Profit for the year after tax	74,444	70,865
Earnings Per Share (of Rs. 10/- each)		
Basic & Diluted	5.53	5.27

5. Foreign Investments and Collaborations:

The Company has not made any foreign collaboration.

II. INFORMATION ABOUT THE APPOINTEES:
i. Background Details:

Mr. Balbirsingh Sharma, aged 72 years has laid the foundation of G M Plastic as a Proprietor and has been the driving force of this organization since inception and has thoroughly been advising the management throughout the existence of this Company. He has more than 40 years of experience. With his tremendous work experience, he is guiding the Company towards great height.

ii. Past remuneration:

During the Financial Year ended March 31, 2025, No remuneration was paid to Mr. Balbirsingh Sharma.

iii. Recognition and Awards: NA
iv. Job profile Suitability:

Mr. Balbirsingh Sharma, who is associated with the Company in Non Executive (Director) Role and shall advise and share his valuable experience with the management of the Company

v. Remuneration proposed:

Mr. Balbirsingh Sharma would be paid INR. 50,000/- (Indian Rupees Fifty Thousand Only) per month, including perquisites if any.

vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Balbirsingh Sharma, the remuneration proposed to be paid to him is commensurate with the remuneration packages paid to his similar counterparts in other companies.

vii. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any:

Beside the remuneration to be paid, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors except that Mr. Balbirsingh Sharma is Father of Mr. Dinesh Balbirsingh Sharma, Managing Director of the Company and Father in Law of Mrs. Sarita Sharma, Executive Director of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

The Company has not incurred any losses for the financial year 2024-25.

The Company has earned profits in the year 2024-25, the said resolution under Schedule V is proposed for contingencies of the Future. The Company shall in its Directors Report justify the reason for inadequate profits if any.

2. Steps taken or proposed to be taken for improvement:

The Company believes that its intellectual capital represents its most valuable asset. The Company has consistently worked on not only increasing its workforce but ensuring that its people competencies are enhanced in line with changing business needs. As a result, the Company enjoys the support of a committed and well satisfied human capital. We have a marketing team allocated for the looking after sales growth, each handled by well trained personnel. We aim at increasing in operational output through continuous process improvement, Quality Assurance (QA) and QA activities, customer service, consistent quality and technology development.

3. Expected increase in productivity and profits in measurable terms:

We earn our revenue from manufacturing and supplying of premium quality ABS Granules, H.I.P.S., A.B.S, P.E.T Sheets and various other Sheets. Since we continuously endeavour to provide quality products to our customers, our revenues have been impacted by such quality products, we expect it to increase in the times to come.

Mr. Dinesh Balbirsingh Sharma, Managing Director, and Mrs. Sarita Dinesh Sharma, Executive Director, being relatives of Mr. Balbir Singh Bholuram Sharma, may be deemed to be concerned or interested in the proposed resolution. None of the other Directors, Key Managerial Personnel, or their relatives are, in any manner, concerned or interested, financially or otherwise, in the said resolution. The Board accordingly recommends the passing of the resolution set out in Item No. 3 of the accompanying Notice as a Special Resolution.

Item no. 4: Continuation of appointment of Mrs. Sarita Dinesh Sharma (DIN: 00128337) as a whole-time director of the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors at their respective meetings, the Company proposes the continuation of appointment of Mrs. Sarita Dinesh Sharma (DIN: 00128337) as Whole-Time Director (Promoter) of the Company for a further period of five years with effect from June 30, 2026 to June 29, 2031, on existing terms and conditions, with no revision in remuneration.

Mrs. Sarita Dinesh Sharma has been associated with the Company as a Director since its inception and has been serving as a Whole-Time Director since June 30, 2021. Her appointment was earlier approved by the shareholders at the Annual General Meeting held in 2021, for a term of five years ending on June 29, 2026. The Company has received her written consent to act as Whole-Time Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and necessary declarations confirming that she is not disqualified under Section 164(2) of the Companies Act, 2013.

Mrs. Sarita Dinesh Sharma is the Promoter and Executive Director of the Company. She has completed her Higher Secondary education and brings with her over two decades of experience in the business and industry in which the Company operates. Her strategic insights, industry knowledge, and commitment have significantly contributed to the Company's sustained performance and governance. Under her leadership, the Company has demonstrated steady growth and operational discipline.

The proposed continuation of her appointment is in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable

provisions of the Companies Act, 2013, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Her appointment shall be subject to retirement by rotation in accordance with the Articles of Association of the Company and the applicable provisions of the Act.

Brief Profile: Mrs. Sarita Dinesh Sharma (DIN : 00128337) is the Promoter and Whole-Time Director of the Company. Associated with the Company since its incorporation, she brings over two decades of hands-on experience in the plastics industry. A Higher-Secondary graduate, Mrs. Sharma combines deep operational insight with strategic vision. In her current role she: 1. guides day to day plant and corporate operations, 2. spearheads long term growth strategies, and 3. provides leadership across production, finance, and business development functions. Her dynamic leadership and unwavering commitment continue to be central to the Company's sustained growth and future expansion plans.

The remuneration payable to Mrs. Sarita Dinesh Sharma shall be INR 12,00,000 (Indian Rupees Twelve Lakhs only) per annum, i.e., INR 1,00,000 (Indian Rupees One Lakh only) per month, including perquisites, if any. The Board of Directors is authorized to alter and vary the terms and conditions of the said remuneration from time to time, as it may deem fit, within the limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, without requiring any further approval of the shareholders.

In the event of inadequacy or absence of profits in any financial year during the currency of her tenure, the remuneration payable to Mrs. Sarita Dinesh Sharma shall be governed by the provisions of Section 197 read with Schedule V of the Companies Act, 2013. The appointment is terminable by either party giving three months' prior notice in writing. Further, if at any time during the tenure, she ceases to be in the employment of the Company for any reason whatsoever, she shall cease to be the Whole-Time Director of the Company.

The Company confirms that all the relevant disclosures and declarations required under the Companies Act, 2013 and SEBI (LODR) Regulations have been obtained from Mrs. Sarita Dinesh Sharma. The Company has also received a notice from a member under Section 160 of the Act proposing the continuation of her appointment along with the requisite deposit of INR 1,00,000 (Indian Rupees One Lakh only).

The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

1. Nature of industry

The Company is in the business of manufacturing of Acrylonitrile Butadiene Styrene (ABS) Plastic Sheets, High Impact Polystyrene (HIPS) Sheets, PET (Polyethylene Terephthalate) Sheets /Rolls, Amorphous Polyethylene Terephthalate (A-PET) Sheet, Recycled Polyethylene Terephthalate (RPET) Sheet, HDPE (High Density Polyethylene) Sheets / Rolls, PP (Polypolyne) Sheets / Rolls, Electrostatic discharge materials (ESD materials).sheets, granules and supplying of high-grade Sheets and Granules in India.

2. Date or expected date of commencement of commercial production:

November, 2003

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

4. Financial performance based on given indicators:

Particulars	March 31,2025	March 31,2024
Revenue from Operations	9,61,555	9,20,191
Other Income	834	1763
Total Revenue	9,62,389	9,21,954
Less: Expenses		
Cost of materials consumed	7,10,445	6,98,761
Change in inventories of Finished goods, work-in-progress and stock-in-trade	8,327	-7354
Other Manufacturing expenses	44,508	43,405
Employee Benefit Expense	32,976	30,238
Other Expenses	48,263	41,614
Total Expenses	8,44,519	8,06,664

Earnings before exceptional items, extraordinary items, interest, tax, depreciation & amortization (EBITDA)	1,17,870	1,15,290
Finance Costs	5,340	3,747
Depreciation	12,628	12,862
Profit before exceptional items, extraordinary items & tax	99,902	98,681
Exceptional items and Extraordinary items – Prior Period item	-	-
Profit before Tax	99,902	98,681
Current Tax Expenses	26,563	25,910
Tax Expense relating to prior years	93	379
Deferred Tax Expenses	-1,198	1,527
Profit for the year after tax	74,444	70,865
Earnings Per Share (of Rs. 10/- each)		
Basic & Diluted	5.53	5.27

5. Foreign Investments and Collaborations:

The Company has not made any foreign collaboration.

II. INFORMATION ABOUT THE APPOINTEES:

i. Background Details:

Mrs. Sarita Dinesh Sharma, aged 46 years, is the Promoter and Executive Director of our Company. She is associated with our Company as Director of the Company since Incorporation. She has done her Higher Secondary Education. She has overall 18 years of experience in the industry of the Company. She is administrating the Company with her dynamic skills.

ii. Past remuneration:

During the Financial Year ended March 31, 2025, INR 12,00,000/-was paid as remuneration to Mrs. Sarita Dinesh Sharma.

iii. Recognition and Awards: NA

iv. Job profile Suitability:

Mrs. Sarita Dinesh Sharma, is associated with the Company since incorporation and has overall 18 years of experience in the Company. She has an ability to enhance the value of the Company with her dynamic skills of administrating the Company.

v. Remuneration proposed:

Mrs. Sarita Dinesh Sharma would be paid INR. 12,00,000/- (Indian Rupees Twelve Lakhs Only) per annum, including perquisites if any.

vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Ms. Sarita Dinesh Sharma, the remuneration proposed to be paid to her is commensurate with the remuneration packages paid to his similar counterparts in other companies.

vii. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any:

Beside the remuneration to be paid, she do not have any other pecuniary relationship with the Company or relationships with anyother managerial personnel and Directors except that Mrs. Sarita Sharma is wife of Mr. Dinesh Balbirsingh Sharma, Managing Director of the Company and Daughter in Law of Mr. Balbirsingh Bholuram Sharma, Non-executive Director of the Company.

III. OTHER INFORMATION:

i. Reasons of loss or inadequate profits:

The Company has not incurred any losses for the financial year 2024-25.

The Company has earned adequate profits in the year 2024-25, the said resolution under Schedule V is proposed for contingencies of the Future. The Company shall in its Directors Report justify the reason for inadequate profits if any.

ii. Steps taken or proposed to be taken for improvement:

The Company believes that its intellectual capital represents its most valuable asset. The Company has consistently worked on not only

increasing its workforce but ensuring that its people competencies are enhanced in line with changing business needs. As a result, the Company enjoys the support of a committed and well satisfied human capital. We have a marketing team allocated for the looking after sales growth, each handled by well trained personnel. We aim at increasing in operational output through continuous process improvement, Quality Assurance (QA) and QA activities, customer service, consistent quality and technology development.

iii. Expected increase in productivity and profits in measurable terms:

We earn our revenue from manufacturing and supplying of premium quality ABS Granules, H.I.P.S., A.B.S, P.E.T Sheets and various other Sheets. Since we continuously endeavour to provide quality products to our customers, our revenues have been impacted by such quality products, we expect it to increase in the times to come.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mrs. Sarita Dinesh Sharma, Mr. Dinesh Balbirsingh Sharma (Managing Director and spouse), and Mr. Balbir Singh Bholuram Sharma (Non-Executive Director and father-in-law), may be deemed to be concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of the resolution as set out in Item No. 4 of the accompanying Notice as a Special Resolution.

Item no. 5: Approval for re-appointment of Mr. Subramanian Ramaswamy Vaidya (DIN: 03600249) as Non-Executive Independent Director of the Company.

The Board of Directors of G M Polyplast Limited (“the Company”), based on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), has approved, in its meeting held on July 17, 2025, the re-appointment of Mr. Subramanian Ramaswamy Vaidya (DIN: 03600249) as an Independent Director of the Company, for a second term of five consecutive years commencing from September 03, 2025 to September 02, 2030 (both days inclusive), not liable to retire by rotation.

Mr. Subramanian Ramaswamy Vaidya was appointed as an Independent Director for a first term from September 03, 2020 to September 02, 2025, and has made valuable contributions to the deliberations of the Board and its Committees during his tenure. His continued association with the Company would be immensely beneficial, considering his professional background, strategic insight, and governance expertise.

Mr. Vaidya has submitted declarations confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and has also provided his consent to act as a Director of the Company. The Company has also received a notice under Section 160(1) of the Act proposing his candidature for the office of Director.

In terms of the provisions of Section 149(10) and 149(11) of the Act read with Schedule IV and Regulation 17 of the SEBI Listing Regulations, an Independent Director may be re-appointed for a second term by passing a Special Resolution based on the approval of the Board and the shareholders. Considering Mr. Vaidya’s contribution and his continued eligibility, the Board recommends his re-appointment for another term of five years.

Brief Profile of Mr. Subramanian Ramaswamy Vaidya:

Mr. Subramanian Ramaswamy Vaidya, is a highly respected professional with a wealth of experience spanning over decades. He has been associated with the Company since 2020, serving as as Independent Director, and has consistently contributed to the strategic direction, growth, and governance of the Company.

During his tenure, he has played a pivotal role in strengthening internal controls, guiding business expansion, enhancing shareholder value, mentoring senior management, etc. His deep understanding of the industry and steady guidance have been instrumental in navigating the Company through various business cycles. Although Mr. Subramanian Ramaswamy Vaidya has attained the age of 75 years, the Board strongly believes that his continued association with the Company is invaluable. His vast experience, insight, and unwavering commitment make him a vital asset to the Board and the Company. In view of his commendable performance and the significant value he continues to bring, the Board recommends his reappointment for a second consecutive term, notwithstanding his age, in accordance with the provisions of the Companies Act, 2013.

Accordingly, the Board recommends the resolution for the re-appointment of Mr. Subramanian Ramaswamy Vaidya as an Independent Director for a second term of five years and being of an age above 75 years, for approval of the shareholders by way of a Special Resolution at the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Subramanian Ramaswamy Vaidya, is in any way concerned or interested, financially or otherwise, in the resolution. Other details are provided in the annexure to the Notice pursuant to the SEBI Listing regulations and Secretarial Standards issues by Institute of Company Secretaries of India.

The Board recommends the resolution as set out in the accompanying Notice for approval of the Members by way of a Special Resolution, in compliance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015.

Item No. 6: Appointment of M/S. Pranay D. Vaidya and Co., Practicing Company Secretaries as Secretarial Auditor of the Company.

Pursuant to section 204 of the Companies Act, 2013 ('the act') the company has to annex to its board's report a secretarial audit report given by a practicing company secretary in the format as may be prescribed. Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribes form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the act read with rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provide that the appointment of secretarial auditor shall be made by the board at the meeting of the board. SEBI vide its notification dated 12th december, 2024 amended regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The amended regulation read with the SEBI circular no. SEBI/ HO/CFD/CFDPOD-2/CIR/P/2024/185 dated 31st December, 2024 (the circular) have inter-alia prescribed the term of appointment/reappointment, eligibility, qualifications and disqualifications of secretarial auditor of a listed company.

As per the amended Regulation 24A of the Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company. Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01st April, 2025, every listed company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on May 28, 2025 considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of Pranay D. Vaidya and Co., Practicing Company Secretaries as Secretarial Auditors of the Company at the ensuing 22nd Annual General Meeting for a term of 5 consecutive Years, to conduct Secretarial Audit of five consecutive financial years respectively i.e. From March 31, 2026 until March 31, 2030 and issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term.

M/s. Pranay D. Vaidya and Co. Practicing Company Secretaries have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Circular.

Brief Profile:

Pranay D. Vaidya & Co. is a professionally managed Company Secretary firm, registered with the Institute of Company Secretaries of India (ICSI). The firm provides comprehensive corporate compliance solutions across regulatory frameworks, including the Companies Act, RBI and SEBI regulations, and allied laws. With a commitment to delivering consistent, high-quality service to businesses of all sizes, the firm emphasizes the importance of robust compliance in fostering operational efficiency and stakeholder trust.

Other disclosures: No order has been passed by ICSI/SEBI/MCA/any other competent authority/Court, both in India or outside India, in past 5 years against the proposed secretarial auditor.

It is further proposed that the remuneration to be paid to the Secretarial Auditor for issuing the Secretarial Audit Report and other report, certificates or opinions as the Board may approve to obtain from the Secretarial Auditors, may be determined, from time to time, by the Board or any committee of the Board or any officer of the Company authorised by the Board in this regard. In addition to the remuneration, the Secretarial Auditor shall be entitled to receive the out of pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate or report or opinion.

None of the Directors are interested in the proposed resolution, and the Board of Directors recommends that the resolution be passed as an Special Resolution.

DETAILS OF DIRECTOR RE APPOINTED OR APPOINTED IN COMPLIANCE WITH SECTRETARIAL STANDARD & APPLICABLE LOWS

Sr. No	Particulars	Mr. Balbeer Singh Bholuram Sharma	Mrs. Sarita Dinesh Sharma	Mr. Subramanian Ramaswamy Vaidya
1	DIN	00374565	00128337	03600249
2	Designation	Non-Executive Director	Executive Director/ Whole Time Director	Non- Executive and Independent Director
3	Age (in years)	71	46	81
4	Qualification	SSC	Higher Secondary Education	
5	Expertise in specific functional areas	Management, Strategy and Marketing	Management	Strategy
6	Remuneration sought to be Paid	INR 6,00,000/- per annum	INR 12,00,000/- per annum	Sitting Fees

Sr. No	Particulars	Mr. Balbeer Singh Bholuram Sharma	Mrs. Sarita Dinesh Sharma	Mr. Subramanian Ramaswamy Vaidya
7	Terms and Conditions	Appointment as a Non-Executive non Independent Director	<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. 	Second consecutive term of Non-Executive Non Independent Director and Continuation as an Independent Director being more than 75 years of age
8	Date of first appointment on the Board of Directors of the Company	February 27, 2020	November 27, 2003	September 03, 2020
9	Shareholding in the Company (a)Own and As a Beneficial Owner	7 equity shares	48,22,965 Equity Shares	NIL
10	Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Father-in-law of- Mrs. Sarita Dinesh Sharma. Father of Managing Director- Mr. Dinesh Sharma	Daughter in law of Mr. Balbir Singh Bholuram Sharm (Non-executive Director) and Spouse of Mr. Dinesh B. Sharma (Managing Director)	NA
11	Number of Board meetings attended during the financial year 2024-25	5	5	5
12	List of Directorships held in other companies, as on March 31, 2025	NA	NA	NA
13	Membership/ Chairmanship of Committees of Board of Directors of other Listed companies as on March 31, 2025	NA	NA	NA

**G M Polyplast Limited****CIN: L25200MH2003PLC143299****Regd. Off. : A-66 New Empire Industrial Estate Kondivita Road, Andheri East, Mumbai Maharashtra, India, 400059****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 22nd (5th Post Listing) Annual General Meeting of the Company to be held on Saturday, 23rd August, 2025 at 12:00 P.M. at IRA By Orchid Mumbai - T2 International Airport (Formerly VITS Mumbai) Metro Station, IRA By Orchid, Andheri - Kurla Rd, near Chakala, Bhim Nagar, Andheri East, Mumbai, Maharashtra 400059* 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 Maharashtra, India, 400059****ATTENDANCE SLIP**

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NAME AND ADDRESS OF THE SHAREHOLDER

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* 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 Maharashtra, India, 400059 Corporate
Off.: A-66 New Empire Industrial Estate Kondivita Road, Andheri East, Mumbai Maharashtra, India, 400059

Website: <https://gmpolyplast.com>**PROXY FORM**

Twenty Second (5th Post Listing) Annual General Meeting On Saturday, August 23, 2025 at 12:00 P.M. at IRA By Orchid Mumbai - T2 International Airport (Formerly VITS Mumbai) Metro Station, IRA By Orchid, Andheri - Kurla Rd, near Chakala, Bhim Nagar, Andheri East, Mumbai, Maharashtra 400059

Name of the Member(s):	
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:

- Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him;
- 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 the 22nd (5th Post Listing) Annual General Meeting of the Company to be held on Saturday, 23rd August, 2025 at 12:00 P.M. at IRA By Orchid Mumbai - T2 International Airport (Formerly VITS Mumbai) Metro Station, IRA By Orchid, Andheri - Kurla Rd, near Chakala, Bhim Nagar, Andheri East, Mumbai, Maharashtra 400059

Resolutions	For	Against
Ordinary Business:		
1. To receive, consider and adopt the Audited financial statements of the Company for the year ended March 31, 2025, including Balance Sheet, Profit and Loss Account and Cash Flow Statement, the Director's Report and Auditor's Report thereon		
2. 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		
3. Continuation of appointment of Non-executive Non-Independent Director Mr. Balbir Singh Bholuram Sharma (DIN 00374565), and revising his remuneration.		
4. Continuation of appointment of Mrs. Sarita Dinesh Sharma (DIN: 00128337) as a whole-time director of the Company.		
5. Approval for re-appointment of Mr. Subramanian Ramaswamy Vaidya (DIN: 03600249) as Non-Executive Independent Director of the Company		
6. Appointment of M/S. Pranay D. Vaidya and Co., Practicing Company Secretaries as Secretarial Auditor of the Company.		

Affix Revenue Stamp Rs. 1/-

Signed this _____ day of _____ 2025

Signature of the Member _____ Signature of the Proxy holder(s) _____

