

NOTICE

NOTICE is hereby given that the Eighteenth (1st Post Listing) Annual General Meeting of G M Polyplast Limited (Formerly known as G M Polyplast Private Limited) will be held on Wednesday, September 08, 2021 at 11.30 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), 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, 2021, 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 February 16, 2021) already paid during the financial year ended March 31, 2021.
3. To appoint a director in place of Mr. Balbirsingh Bholuram Sharma (DIN: 00374565), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Approval of remuneration of an amount not exceeding Rs. 3,00,000/- per annum to Mr. Balbirsingh Bholuram Sharma (DIN: 00374565), Non-Executive 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 section 197 and 198 of the Companies Act 2013 (the Act) read with Schedule V of the Companies Act and, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company, Regulations of SEBI (LODR) Regulations, 2015 and all other applicable laws and provisions, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, subject to such approvals, conditions and modifications, as may be prescribed or imposed by any authorities, including the Central Government, if required, approval of the members, be and is hereby accorded to the Company to pay to Mr. Balbirsingh Bholuram Sharma (DIN: 00374565) Non-Executive Director) Rs. 3,00,000/- (Rupees Three Lakh Only) per annum 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 fit subject to the condition that it shall comply with the conditions of Section 197, 198 and Schedule V of the Companies Act 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT this resolution, being passed as Special Resolution shall also be deemed to comply the provision of Schedule V of the Companies Act 2013 during the currency of the appointment and with respect to the terms of remuneration.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to make the necessary entries in the register of directors of the company and to do all such acts, deeds and things as may require or necessary in this matter, including but not limited to filing e-forms with the Registrar of Companies, and all such authorities in this regard.

5. **To designate Mrs. Sarita Dinesh Sharma (DIN 00128337) as the 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 Section 196 and Section 203 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the

Articles of Association of the Company, Regulations of SEBI (LODR) Regulations, 2015 and all other applicable laws and provisions, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to designate Mrs. Sarita Dinesh Sharma (DIN 00128337) as Whole Time Director (Promoter) of the Company for a period of Five years i.e. from June 30, 2021 up to June 29, 2026.

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, 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, approval of the members, be and is hereby accorded to the Company to pay to Mrs. Sarita Dinesh Sharma (DIN 00128337) Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per annum 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 fit subject to the condition that it shall comply with the conditions of Section 197, 198 and Schedule V of the Companies Act 2013 or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT this resolution, being passed as Special Resolution shall also be deemed to comply the provision of Schedule V of the Companies Act 2013 during the currency of the appointment and with respect to the terms of remuneration.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to make the necessary entries in the register of directors of the company and to do all such acts, deeds and things as may require or necessary in this matter, including but not limited to filing e-forms with the Registrar of Companies, and all such authorities in this regard.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to issue certified copies of this resolution as and when required.”

**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 02, 2021
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 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:**In view of the outbreak of COVID-19 pandemic and its continuation in the current year, the Ministry of Corporate Affairs (the “MCA”), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, General Circular No. 20/ 2020 dated 5th May 2020, and General Circular No. 02/2021 dated 13th January 2021, in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic” (collectively referred to as “SEBI Circulars”) have permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue.
2. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. In accordance to the MCA and SEBI Circulars, owing to the difficulties involved in dispatching of the physical copies of Annual Report including the Notice of the Annual General meeting and Financial Statements including Directors Report and Auditors Report and the annexures thereon are being sent to the members in electronic mode whose email address registered with the Company or the Depository participant, Further, in line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gmpolyplast.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed in this notice. CDSL will be providing facility for voting through remote e-Voting, for participation in the 18th AGM through VC/OAVM Facility and e-Voting during the 18th AGM.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 02, 2021 to Wednesday, September 08, 2021 (both days inclusive).
10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. Further, in terms of the Circular issued by the Securities and Exchange Board of India dated 2nd December 2020, 31st March 2021 had been fixed as the cut-off date for lodgement of transfer deeds and the shares that are lodged for transfer shall be issued only in demat mode.
11. Institutional/ Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM through VC/OAVM on its behalf and to vote through remote e-voting or during the e-AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to dipesh@dapco.in with cc to helpdesk.evoting@cdslindia.com
12. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at compliance@gmpolyplast.com
13. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to compliance@gmpolyplast.com upto the date of the AGM.
14. This AGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/ the Company or who will register their e-mail address with the Company on or before Friday on August, 06, 2021.
15. Shareholders holding shares in dematerialized form are requested to approach their respective Depository Participants for updating the Email address to enable the Company to use the same for serving documents to them electronically, hereafter, and also update Bank Mandates, and Mobile No.
16. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to RTA
17. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company

18. Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or RTA
19. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or RTA
20. Members of the Company, holding shares either in physical form or electronic form, as on the cut-off date of Wednesday, September 01, 2021, may cast their vote by remote e-Voting. The remote e-Voting period commences on Saturday, September 04, 2021 at 9 a.m. (IST) and ends on Tuesday, September 07, 2021 at 5 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Saturday, September 04, 2021 at 9 a.m. (IST) and ends on Tuesday, September 07, 2021 at 5 p.m. (IST). 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 Wednesday, September 01, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **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	<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 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 or joining virtual meeting & voting during the meeting. 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 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	<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.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting
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 or joining virtual meeting & voting during the meeting.

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 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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant G M Polyplast Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **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; compliance@gmpolyplast.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance@gmpolyplast.com from Friday, August 20, 2021 (9.00 a.m. IST) to Saturday September 04, 2021 (5.00 p.m. IST). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@gmpolyplast.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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. RakeshDalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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 Wednesday, September 01, 2021.

The Board of Directors has appointed M/s. Dipesh Jain & Co. as Scrutinizer to scrutinize the voting at the AGM and remote e-Voting process, in a fair 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 remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.

The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during 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 working days from 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.



The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL immediately after the declaration of the result by the Managing Director or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE and be made available on the website www.bseindia.com.

**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 02, 2021
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

The Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on June 30, 2021 and August 02, 2021 respectively had recommended the payment of remuneration to Mr. Balbirsingh Bholuram Sharma (DIN: 00374565) Non-Executive Directors of the Company, of an amount not exceeding Rs. 3,00,000/- (Rupees Three Lakh Only) per annum for the financial year 2021-22 and onwards, subject to such increment as the Board may think fit in compliance to the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 as amended from time to time and in adherence to Schedule V of the Companies Act 2013 in case of loss or inadequacy of Profits

Accordingly, the approval of the Members is now being sought for remuneration to be paid to the Non-Executive Director for the financial year 2021-2022 and onwards, subject to such increment as the Board may think fit. The total remuneration to be paid is currently within the limits as prescribed under Section 197 of the Act. The Board had approved the payment of proposed remuneration of Rs. 3,00,000/- per annum, to Mr. Balbirsingh Bholuram Sharma, Non-Executive Directors of the Company subject to the approval of the shareholders of the Company. The details in this regard are as follow:

Mr. Balbirsingh Sharma would be paid Rs. 3,00,000/- (Rupees Three Lakh Only) per annum, including perquisites if any and the Board of Directors are authorized to alter and vary the terms and conditions as the board may deem fit subject to the condition that it shall comply with the conditions of Section 197, 198 and Schedule V of the Companies Act 2013 or any statutory modification(s) or re-enactment(s) thereof.

It is also proposed to the members that in case of loss or inadequacy of Profits this resolution be passed as Special Resolution in compliance of Schedule V of the Companies Act 2013 and Mr. Balbirsingh Bholuram Sharma (DIN: 00374565) Non-Executive Directors of the Company be paid remuneration in compliance of the limits set out therein.

A brief profile of Mr. Balbirsingh Bholuram Sharma is annexed herewith as Annexure A which forms part of this Notice.

Mr. Dinesh Balbirsingh Sharma, Managing Director of Company and Mrs. Sarita Dinesh Sharma, Executive Director of the Company are concerned or interested in passing of this resolution. None of the other directors, key managerial personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 4 of the accompanying notice.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act, the terms of remuneration, if any specified above are now being placed before the Members for their approval.

Documents relevant to the payment of Remuneration to the non-executive directors are available for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee from the date hereof up to the date of AGM.

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 (R-PET) 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 as the Company is an existing Company.

4. Financial performance based on given indicators:

Particulars	March 31, 2021	March 31, 2020
Revenue from Operations	52,14,37,108	63,14,53,430
Other Income	22,58,308	28,44,193
Total Revenue	52,36,95,416	63,42,97,623
Less: Expenses		
Cost of materials consumed	40,82,98,543	52,41,59,603
Change in inventories of Finished goods, work-in-progress and stock-in-trade	(27,69,429)	28,21,258
Other Manufacturing expenses	1,99,70,889	2,42,19,745
Employee Benefit Expense	1,21,05,658	1,46,44,880
Other Expenses	2,84,65,923	2,82,78,138
Total Expenses	46,60,71,584	59,41,23,624
Earnings before exceptional items, extraordinary items, interest, tax, depreciation & amortization (EBITDA)	5,76,23,832	4,01,73,999
Finance Costs	42,06,357	23,19,411
Depreciation	58,01,123	78,02,534
Profit before exceptional items, extraordinary items & tax	4,76,16,352	3,00,52,055
Exceptional items	-	-
Profit before extraordinary items & tax	4,76,16,352	3,00,52,055

Extraordinary items – Prior Period item	-	7,83,132
Profit before Tax	4,76,16,352	2,92,68,923
Current Tax Expenses	1,37,00,000	87,40,000
Tax Expense relating to prior years	-	(22,634)
Deferred Tax Expenses	(11,82,431)	(23,79,421)
Profit for the year after tax	3,50,98,783	2,29,30,978

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 68 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, 2021, Rs. 3,00,000/- was paid as remuneration to Mr. Balbirsingh Sharma.

iii. Recognition and Awards: NA

iv. Job profile Suitability:

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

v. Remuneration proposed:

Mr. Balbirsingh Sharma would be paid Rs. 3,00,000/- (Rupees Three 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 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 do 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 2020-21.

The Company has earned adequate profits in the year 2020-21, 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.

Item No. 5

The Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on June 30, 2021 had recommended the appointment of Mrs. Sarita Dinesh Sharma, as Whole Time Director of the Company, subject to the approval of the members for a period of five years effective from June 30, 2021 up to June 29, 2026.

The Company has received from Mrs. Sarita Dinesh Sharma, a consent in writing to act as Whole Time Director pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Accordingly it is proposed to appoint Mrs. Sarita Dinesh Sharma and approve her remuneration as a Whole Time Director of the Company.

A brief profile of Mrs. Sarita Dinesh Sharma, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as a part of this notice.

The proposed remuneration and terms and conditions of appointment of Mrs. Sarita Dinesh Sharma is given below:

- a) Mrs. Sharma shall perform her duties subject to the superintendence, control and direction of the Board of Directors of the Company.
- b) In consideration of the performance of her duties, she shall be entitled to receive remuneration as stated herein below.

Mrs. Sharma would be paid Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per annum, including perquisites if any and the Board of Directors are authorized to alter and vary the terms and conditions as the board may deem fit subject to the condition that it shall comply with the conditions of Section 197, 198 and Schedule V of the Companies Act 2013 or any statutory modification(s) or re-enactment(s) thereof.

Notes:

- i. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- ii. Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the above mentioned directors, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall be paid in compliance with the provisions of the Companies Act, 2013.
- iii. The Nomination and Remuneration Committee / Board may in its absolute discretion pay to the above mentioned Directors lower remuneration and revise the same from time to time within the maximum limits stipulated above.
- iv. In the event of any re-enactment or recodification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.
- v. If at any time the Whole Time Director ceases to be in the employment of the Company for any cause whatsoever, she shall cease to be the Whole Time Director of the Company.
- vi. The Whole Time Directors are appointed by virtue of their employment in the Company and their appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Whole Time Directors are liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

Mr. Dinesh Balbirsingh Sharma, Managing Director of Company and Mr. Balbirsingh Bholuram Sharma, Non-executive Director of the Company are concerned or interested in passing of this resolution. None of the other directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the Board recommends the Special Resolutions at Item No. 5 of the accompanying notice for approval by the Members of the Company.

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 (R-PET) 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 as the Company is an existing Company

4. Financial performance based on given indicators:

Particulars	March 31, 2021	March 31, 2020
Revenue from Operations	52,14,37,108	63,14,53,430
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Less: Expenses		
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Other Manufacturing expenses	1,99,70,889	2,42,19,745
Employee Benefit Expense	1,21,05,658	1,46,44,880
Other Expenses	2,84,65,923	2,82,78,138
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Finance Costs	42,06,357	23,19,411
Depreciation	58,01,123	78,02,534
Profit before exceptional items, extraordinary items & tax	4,76,16,352	3,00,52,055
Exceptional items	-	-
Profit before extraordinary items & tax	4,76,16,352	3,00,52,055
Extraordinary items – Prior Period item	-	7,83,132
Profit before Tax	4,76,16,352	2,92,68,923
Current Tax Expenses	1,37,00,000	87,40,000
Tax Expense relating to prior years	-	(22,634)
Deferred Tax Expenses	(11,82,431)	(23,79,421)
Profit for the year after tax	3,50,98,783	2,29,30,978

5. Foreign Investments and Collaborations:

The Company has not made any foreign collaboration.

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

Ms. Sarita Dinesh Sharma, aged 42 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, 2021, Rs. 12,00,000/- was paid as remuneration to Mrs. Sarita Dinesh Sharma.

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

Ms. 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 Rs. 12,00,000/- (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 Sharma, the remuneration proposed to be paid to her is commensurate with the remuneration packages paid to her similar counter parts 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:**1. Reasons of loss or inadequate profits:**

The Company has not incurred any losses for the financial year 2020-21.

The Company has earned adequate profits in the year 2020-21, 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.

**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 02, 2021
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**

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	Mr. Balbirsingh Bholuram Sharma	Mrs. Sarita Dinesh Sharma
DIN	00374565	00128337
Designation	Non-executive Director	Executive Director
Age (in years)	68 years	42 years
Qualification	Secondary School Education	Higher Secondary Education
Expertise in specific functional areas	Sales, Marketing, Export Purchase	Management
Remuneration sought to be paid	3,00,000 (Three Lakh)per annum	12,00,000 (Twelve Lakhs) per annum
Terms and Conditions of appointment(s)	<p>1. Mr. Balbirsingh Sharma shall perform his duties subject to the superintendence, control and direction of the Board of Directors of the Company.</p> <p>2. In consideration of the performance of his duties, he shall be entitled to receive remuneration of Rs. 3,00,000/- per annum.</p>	<p>1. Mrs. Sarita Sharma shall perform her duties subject to the superintendence, control and direction of the Board of Directors of the Company.</p> <p>2. In consideration of the performance of her duties, she shall be entitled to receive remuneration of Rs. 12,00,000/- per annum.</p> <p>3. 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>
Date of first appointment on the Board of Directors of the Company	February 27, 2020	November 27, 2003
Shareholding in the Company		
(a) Own	1 Equity Share	6,88,995 Equity Shares
(b) As a Beneficial Owner	Nil	Nil

Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Father of Managing Director - Mr. Dinesh Balbirsingh Sharma and Father in Law of Director - Mrs. Sarita Dinesh Sharma	Wife of Managing Director- Mr. Dinesh Balbirsingh Sharma, Daughter in Law of Director- Mr. Balbirsingh Bholuram Sharma
Number of Board meetings attended during the financial year 2020-21	9 (Nine)	9 (Nine)
List of Directorships held in other companies, as on March 31, 2021	Nil	Nil
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2021	Nil	Nil