



G M POLYPLAST LIMITED

(FORMERLY KNOWN AS G M POLYPLAST PRIVATE LIMITED)

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

CIN: L25200MH2003PLC143299

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

Website: www.gmpolyplast.com

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

POSTAL BALLOT NOTICE

**(Pursuant to section 110 of the Companies Act, 2013 read with the
Companies (Management and Administration) Rules, 2014**

To,

The Members of

G M Polyplast Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, ("Act") read with the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("SS -2"), and any other applicable laws and regulations, that the special resolutions appended below is proposed to be passed by way of postal ballot. The draft special resolution and the statement pursuant to section 102 of the Act setting out all the material facts and reasons for the proposal appended hereto is being sent to you for your consideration.

In the event draft resolutions as set out in notice are assented to by the requisite majority by means of Postal Ballot / E-voting, they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons for proposing the same is annexed hereto along with the Postal Ballot Form ("the Form") for your consideration and approval.

The Board of Directors has appointed: -

1. Mr. Pranay D Vaidya, Practicing Company Secretary and Designated Partner of Dipesh Pranay & Co. LLP as the Scrutinizer ("Scrutinizer") for conducting the postal ballot voting process in a fair and transparent manner, and;
2. National Securities Depository Limited to provide e-voting facility for the postal ballot.

The Members shall take a note that the Postal Ballot notice is being sent through E-mail to all the shareholders as on the cut-off date i.e., 07/04/2023, who have registered their email id with their depository and those shareholders who have not registered their email address may request the company for physical copy of postal ballot notice and form.

In accordance with 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



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44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e- voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means.

Members to whom the physical postal ballot form is being sent are requested to carefully read and follow the instructions printed on the form and record your assent (for) or dissent (against) there in by filling the necessary details and by signing on the designated place in the form and return the same in original, duly completed, in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the working hours (.e. upto 5:00 p.m.) on 15/05/2023. Your assent / dissent received after 5.00 p.m. on 15/05/2023 would be strictly treated as if a reply has not been received.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Board or a person authorized by the Board. The results of Postal Ballot shall be declared as per the statutory timelines. The results along with the Scrutinizer's report will also be posted on website of the Company.

For and on behalf of the Board of Directors

G M Polyplast Limited

Dinesh Sharma

Managing Director

DIN: 00418667

Date: 10/01/2023

Place: Mumbai



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The resolution for the purpose as stated proposed to be passed by Postal Ballot / e- voting:

SPECIAL BUSINESS:

ITEM NO. 1- MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LIMITED & NATIONAL STOCK EXCHANGE OF INDIA LIMITED

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

“RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Securities and Exchange board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Rules framed there under, including any amendment, modification, variation or re-enactment thereof, subject to the approval from the Stock Exchange, the consent of the members of the Company be and is hereby accorded for the purpose of Migration of the Equity Shares of the Company from the SME Platform of BSE Limited to the Main Board of BSE Limited and also to the Main Board of National Stock Exchange of India Limited (NSE),

RESOLVED FURTHER THAT the Board of Directors of the Company, Company Secretary/Chief Financial Officer be and are hereby authorized to deal with any government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and / or related documents on behalf of the Company for the purpose of Migration of listing/trading of the equity shares of the Company from SME Platform of BSE Limited to the Main Board of BSE Limited and also to the Main Board of National Stock Exchange of India Limited (NSE);

RESOLVED FURTHER THAT the Board of Directors of the Company, Company Secretary/Chief Financial Officer be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to give effect to above resolution.”

For and on behalf of the Board of Directors

G M Polyplast Limited

Dinesh Sharma

Managing Director

DIN: 00418667

Date: 10/01/2023

Place: Mumbai



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NOTES

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out material facts and reasons for the proposed Special Business is annexed.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on cut-off date i.e.07/04/2023
3. The Postal Ballot Notice is being sent electronically to all shareholders who have registered their email id with the Depository Participant / Share Transfer Agent. For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with self-addressed, postage pre-paid Envelopes.
4. A member cannot exercise his vote by proxy on Postal Ballot.
5. Only a Member holding Shares as on the cut-off date i.e., 07/04/2023 is entitled to exercise his vote through e -voting / physical Ballot and send it directly to the Scrutinizer at their address.
6. Members who have requested physical Postal Ballot Form which is being sent are requested to carefully read the instructions. The Postal ballot form duly completed and signed should be returned in the enclosed self-addressed business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 15/05/2023 at 5 p.m. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received. If any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. In case of Shares held by Companies, Trust etc. the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution / Authority Letter duly certified by Authorised Signatory (ies).
8. The shareholders are requested to exercise their voting rights through e-voting or by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Company / Registrars and Transfer Agents Big Share Services Pvt. Ltd. at sujit@bigshareonline.com and compliance@gmpolyplast.com and obtain a duplicate thereof.
9. Kindly note that the Members can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. If the Members opt for e-voting, then they shall not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.



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10. The result of the postal ballot will be displayed on the Notice Board of the Company at its Registered Office, besides being communicated to the Stock Exchanges. The results will also be displayed on the website of the Company i.e. <https://gmpolyplast.com/>
11. Any queries / grievances pertaining to voting by postal ballot can be addressed to Company Secretary & Compliance Officer of the Company by sending an e-mail at compliance@gmpolyplast.com
12. Resolutions passed by Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
13. All the documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. Monday to Friday except for any intervening public holiday. The documents will also be uploaded on the website of the Company.

Instructions

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

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

Step 1: Access to NSDL e-Voting system

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

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

Login method for Individual shareholders holding securities in demat mode is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2. If you are 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



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Type of shareholders	Login Method
	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>



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Type of shareholders	Login Method
	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use



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Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



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b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID ForexampleifyourBeneficiaryIDis12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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



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



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- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Pranay Vaidya <pranay@dapco.in> with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking



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on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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

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



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EXPLANATORY STATEMENT

(Pursuant to provisions of Section 102 of The Companies Act, 2013)

ITEM NO. 1- MIGRATION OF LISTING/TRADING OF EQUITY SHARE OF THE COMPANY FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LIMITED & NATIONAL STOCK EXCHANGE OF INDIA LIMITED

The Company has been listed and traded on the SME Platform of for more than two years and hence eligible to migrate on to the Main Board as per the guidelines specified by Securities and Exchange Board of India (SEBI) and as per the procedures laid down under Chapter XB of Securities and Exchange Board of India (Issue and Disclosure Requirements) Regulations, 2018. Also, listing on the board of the Company will increase the liquidity of your Company's shares and enhance transparency. With increased participation by the retail investors your company's true value shall be determined by the market participants. Further, by operating in the main board your company will be able to expand its horizons and explore avenues not available earlier on the SME platform.

The members are therefore, requested to accord their approval, for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited and also on main Board of National Stock Exchange of India Limited (NSE) as set out in the resolutions.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of the Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

The Board recommends the special resolution as set forth in item no. 1 of the Notice for approval of members.

For and on behalf of the Board of Directors

G M Polyplast Limited

Dinesh Sharma

Managing Director

DIN: 00418667

Date: 10/01/2023

Place: Mumbai



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POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this form)

Postal Ballot No.:

Name and Registered address of the Member	
Name(s) of Joint holder(s), if any	
Registered Folio No. / DP ID No. / Client ID No.*	
(*Applicable to investors holding shares in dematerialised form)	
Number of Equity Shares held	

I/ We hereby exercise my / our vote in respect of the Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company, by sending my / our Assent (For) or Dissent (Against) to the said Resolution by placing a tick (V) mark at the appropriate box below:

Sr. No.	Description of Resolution	Number of shares held by me/us	I / We assent to the resolution	I / We dissent to the resolution (AGAINST)
1	ITEM NO. 1 MIGRATION OF LISTING/ TRADING OF EQUITY SHARE OF THE COMPANY FROM BSE SME PLATFORM TO MAIN BOARD OF BSE LIMITED & NATIONAL STOCK EXCHANGE OF INDIA LIMITED			

Place :

Date :

Signature of the Shareholder (s)

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is Monday, May 15, 2023

