

**NOTICE**

**NOTICE** is hereby given that the Twentieth (3<sup>rd</sup> Post Listing) Annual General Meeting of G M Polyplast Limited (Formerly known as G M Polyplast Private Limited) will be held on Tuesday, August 29, 2023 at 10.30 A.M. at Hotel Sahara Star, Nehru Road, Opp. Domestic Airport, Vile Parle (East), Mumbai – 400 099. 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, 2023, 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 Mr. Dinesh Balbeer Sharma (DIN 00418667), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****3. Appointment of Statutory Auditor to fill casual vacancy**

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

**“RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any M/s. M/s Ajmera and Ajmera, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. **Anay Gogte & Co., Chartered Accountants, (Firm Registration No 100398W)**, Chartered Accountants LLP.

**RESOLVED FURTHER THAT** M/s Ajmera and Ajmera, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from July 28, 2023 until the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

**RESOLVED FURTHER THAT** Mr. Dinesh Sharma, Managing Director, and/ or Ms. Dimple Parmar Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such act, deeds and things to give effect to this resolution.”

**4. Appointment of Statutory Auditors**

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s Ajmera and Ajmera, Chartered Accountants, be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 20<sup>th</sup> Annual General Meeting, for a single term of 5 (five) years i.e.e upto the conclusion of the 25<sup>th</sup> Annual General Meeting, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** Mr. Dinesh Sharma, Managing Director, and/ or Ms. Dimple Parmar Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such act, deeds and things to give effect to this resolution.”

**5. TO APPOINT MS. ANJALI PATIL SAPKAL (DIN: 02136528), AS AN INDEPENDENT DIRECTOR OF THE COMPANY, NOT LIABLE TO RETIRE BY ROTATION AND TO HOLD OFFICE FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS ON THE BOARD OF THE COMPANY WITH EFFECT FROM MAY 30, 2023 up to MAY 29, 2028**

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

**“RESOLVED THAT** Ms. Anjali Patil Sapkal (DIN: 02136528), who was appointed as an Additional Director of the Company by the Board of Directors on May 30, 2023 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (Act) and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, Ms. Anjali Patil Sapkal (DIN: 02136528), and who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act



read with the Rules framed there under along with Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, and approval of the board subject to the appointment in this General Meeting to hold office for a term of five years commencing from May 30, 2023 up to May 29, 2028, and not liable to retire by rotation.

**RESOLVED FURTHER THAT**, any of the director, Chief Financial Officer and/or Company Secretary of the Company be and is hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid 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 28, 2023  
Place: Mumbai**

**Registered Office: A-66, New Empire Industrial Estate, Kondivita Road,  
Andheri East, Mumbai – 400059  
CIN: L25200MH2003PLC143299  
Website: [www.gmpolyplast.com](http://www.gmpolyplast.com)  
Email: [info@gmpolyplast.com](mailto: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 3,4 & 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:** The Annual General Meeting will be held at the said venue by strictly to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitization, Infrared Thermometer etc. as per the latest guidelines/advisories/SOP’s issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
5. Pursuant to the provision of section 91 of the Companies Act and Rules made thereunder and other applicable provisions of the Act, circulars issued by the company from time to time and
6. Regulations of SEBI (LODR) Regulations 2015, the Company has fixed Tuesday, August 22, 2023 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 Saturday August 26, 2023 09:00 A.M. until Monday August 28, 2023 until 05:00 P.M. (both days inclusive). The Book Closure for the Twentieth Annual General Meeting is scheduled from, Wednesday, August 23, 2023 until Tuesday August 29, 2023. (both days inclusive).
7. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the registered office of the Company during the office hours on all working days between 11.00AM. to 3:00 P.M. up to the date of conclusion of AGM.
8. 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.
9. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.
10. At the ensuing Annual General meeting, Mr. Dinesh Balbeer Sharma (DIN 00418667) retires by rotation and seeks appointment.
11. 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.
12. 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
13. 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.
14. 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.
15. 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](http://www.gmpolyplast.com))



16. 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.
17. 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.
18. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
19. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail Ids with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2021-2022 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website [www.gmpolyplast.com](http://www.gmpolyplast.com) and on the website of Bombay Stock Exchange (BSE) [www.bseindia.com](http://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.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Saturday August 26, 2023 09:00 A.M and ends on Monday August 28, 2023 until 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, August 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, August 22, 2023.**

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




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

**Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option..</li> </ol>



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

**B) Login Method for e-Voting 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**

a) For Members who hold shares in demat account with NSDL.

b) For Members who hold shares in demat account with CDSL.

c) For Members holding shares in Physical Form.

**Your User ID is:**

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\*\*\*\*\*.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*.

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\*\*\*

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

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

2. 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.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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 is in active status.
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 [pranay@dapco.in](mailto:pranay@dapco.in) with a copy marked to [evoting@nsdl.co.in](mailto: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 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.nsd.com](http://www.evoting.nsd.com) to reset the password.



1. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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](mailto: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.

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 20<sup>th</sup> Annual General Meeting (3<sup>rd</sup> Post Listing) of the Company is scheduled to be held on Tuesday, August 29, 2023. The E-Voting Facility shall be available from Saturday August 26, 2023 09:00 A.M. until Monday August 28, 2023 until 05:00 P.M. (both days inclusive).
- d) Cut off date for determining the members eligible to cast their vote is Tuesday, August 22, 2023 and the Book Closure dates for the 20<sup>th</sup> Annual General Meeting (3<sup>rd</sup> Post Listing) shall be Wednesday, August 23, 2023 until Tuesday August 29, 2023. (both days inclusive).

The Board of Directors have appointed CS Pranay Vaidya from Dipesh Pranay & Co. LLP, Practising Company Secretaries as the Scrutinizer to scrutinize the E Voting and the poll process for the resolutions set out in the Notice of the 20<sup>th</sup> (3<sup>rd</sup> 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](http://www.gmpolyplast.com) and on the





website of BSE immediately after the declaration of result by the Chairman or a person authorized by him in writing.

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

**Dinesh Balbirsingh Sharma  
Managing Director  
DIN:00418667**

**Date: July 28, 2023  
Place: Mumbai  
Registered Office: A-66, New Empire Industrial Estate, Kondivita Road,  
Andheri East, Mumbai – 400059  
CIN: L25200MH2003PLC143299  
Website: [www.gmpolyplast.com](http://www.gmpolyplast.com)  
Email: [info@gmpolyplast.com](mailto: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. 3, 4 & 5

### Item No 3: Appointment of Statutory Auditor to fill casual vacancy

The Members of the Company at its 17th Annual General Meeting held on September 30, 2020 had appointed M/s. Anay Gogte & Co. Chartered Accountants (Firm Registration No: 100398W) to hold office until the conclusion of 22<sup>nd</sup> Annual General Meeting of the Company.

M/s. Anay Gogte & Co. Chartered Accountants vide their letter dated July 17, 2023 have resigned from the position of Joint Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on July 28, 2023, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. Ajmera and Ajmera, Chartered Accountants (FRN 018796C), to hold office as the Statutory Auditor of the Company till the conclusion of 20<sup>th</sup> Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. Anay Gogte & Co. Chartered Accountants (Firm Registration No: 100398W) subject to the approval by the members at the 20<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company

The Company has received consent letter and eligibility certificate from M/s. Ajmera and Ajmera, Chartered Accountants (FRN 018796C), to act as Statutory Auditor of the Company in place of M/s. Anay Gogte & Co. Chartered Accountants (Firm Registration No: 100398W) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

The Board accordingly recommends the Special Resolution set out at item No. 3 of the accompanying Notice for approval of the Members.

### Item No 4. Appointment of Statutory Auditors

The Board of Directors at its meeting held on July 28, 2023, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Ajmera and Ajmera, Chartered Accountants, (Firm Registration Number 018796C), as Statutory Auditor of the Company to hold office for a period of five years, from the conclusion of the 20<sup>th</sup> Annual General Meeting, till the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company to be held in the year 2025 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Ajmera and Ajmera, Chartered Accountants, (Firm Registration Number 018796C) to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

### Item No. 5: To appoint Ms. Anjali Patil Sapkal (DIN: 02136528), as an independent director of the company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the board of the company with effect from May 30, 2023 up to May 29, 2028

Pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Ms. Anjali Patil Sapkal (DIN: 02136528) was proposed to be appointed as an Independent Director, not liable to retire by rotation. The Board of Directors at their Meeting held on May 30, 2023, had appointed Ms. Anjali Patil Sapkal (DIN: 02136528) as Additional Director of the Company, for a term of 5 (five) consecutive years with effect from May 30, 2023 to May 29, 2028, subject to the approval of the Members by way of Special Resolution.

Ms. Anjali Patil Sapkal (DIN: 02136528), fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the Management. The Company has received from Ms. Anjali Patil Sapkal (DIN: 02136528) (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such Authority.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the Rules made there under, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Ms. Anjali Patil Sapkal (DIN: 02136528) as an Independent Director of the Company for term of 5 (five) consecutive years with effect from May 30, 2023, to May 29, 2028 is being placed before the Members for their approval by way of a Special Resolution. Ms. Anjali Patil Sapkal (DIN: 02136528), once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Ms. Anjali Patil Sapkal (DIN: 02136528) is a person of integrity, fulfils the conditions specified in the Act and the Rules made there under read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company.

None of the Directors are interested in the said resolution The Board recommends the Special Resolution set forth in Item No. 5 for the approval of the Members. None of the Directors except Ms. Anjali Patil Sapkal (DIN: 02136528) is interested in the said resolution.

**Details of the Directors seeking appointment/re-appointment at the 20<sup>th</sup> 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. Dinesh Balbeer Sharma	Mrs. Anjali Patil Sapkal
DIN	00418667	02136528
Designation	Managing Director	Independent Director
Age (in years)	45	47
Qualification	B. Sc	Masters in Management Studies
Expertise in specific functional areas	Management, Strategy and Finance	Management, Strategy
Remuneration sought to be paid	12,00,000	NA
Terms and Conditions	Mr. Dinesh Sharma shall perform his duties subject to the superintendence, control and direction of the Board of Directors of the Company.  In consideration of the performance of his duties he shall be entitled to receive remuneration of Rs. 12,00,000/- per annum  If at any time the Director cease to be in the employment of the Company for any cause whatsoever, he shall cease to be the Managing Director of the Company	Appointment as an Independent Director  Appointment for a period of Five years with effect from May 30, 2023 to May 29, 2028
Date of first appointment on the Board of Directors of the Company	November 27, 2003	May 30, 2023
Shareholding in the Company (a)Own and As a Beneficial Owner	5075000 Shares	NIL
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Husband of Whole Time Director- Mrs. Sarita Dinesh Sharma.  Son of Director- Mr. Balbirsingh Bholuram Sharma	
Number of Board meetings attended during the financial year 2022-23	7	NIL
List of Directorships held in other companies, as on March 31, 2023	Directorship:  1. ACE Extrusions Private Limited  2. Ozocare Products Private Limited	Directorship:  1. Revati Organics Limited  2. Universal Arts Limited  3. Billwin Industries Limited  4. Markoline Pavement Technologies Limited  5. TPI India Limited



**Name of the Director**

**Mr. Dinesh Balbeer Sharma**

Membership/ Chairmanship of Committees of  
Board of Directors of other companies as on  
March 31, 2023

**Mr. Dinesh Balbeer Sharma**

**Mrs. Anjali Patil Sapkal**

Chairperson of Audit Committee

1. Billwin Industries Limited

Member of Audit committee of 1. Revati  
Organics Limited

2. Universal Arts Limited

3. Markolines Pavement Technologies  
Limited

Chairperson of Nomination and Remuner-  
ation Committee

1. Universal Arts Limited

2. Billwin Industries Limited

Member of Nomination & Remuneration  
Committee of

3. Markolines Pavement Technologies  
Limited

4. Revati Organics Limited

Chairperson of Stakeholders Re-  
lationship Committee 1. Revati  
Organics Limited

Member of Stakeholders Rela-  
tionship Committee of

1. Universal Arts Limited

2. Billwin Industries Limited

3. Markolines Pavement Technol-  
ogies Limited

4. TPI India Limited

Member of Corporate Social Re-  
sponsibility of Committee of  
Markolines Pavement Technolo-  
gies Limited



G M Polyplast Limited

CIN: L25200MH2003PLC143299

**ATTENDANCE SLIP**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

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

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

**Name of shareholder:**

**Address of Shareholder:**

I hereby record my presence at the Twentieth (3<sup>rd</sup> Post Listing) Annual General Meeting of G M Polyplast Limited (Formerly known as G M Polyplast Private Limited) scheduled to be held on Tuesday August 29, 2023 at 10.30 A. M. IST at Hotel Sahara Star, Nehru Road, Opp. Domestic Airport, Vile Parle (East), Mumbai – 400 099



## G M Polyplast Limited

CIN: L25200MH2003PLC143299

Regd. Off. A-66 New Empire Industrial Estate Kondivita Road, Andheri East, Mumbai Mumbai City MH 400059 INDIA  
 Tel No.: +91-22-2836 9403 / 28369722 Website: www.gmpolyplast.com Email: info@gmpolyplast.com / compliance@gmpolyplast.com

MGT-11

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the  
 Companies (Management and Administration) Rules, 2014]

Twentieth (3<sup>rd</sup> Post Listing) Annual General Meeting on Tuesday August 29, 2023

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

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

(1) Name: \_\_\_\_\_ Address

Email Id Signature or failing him;

(2) Name: Address

Email Id Signature or failing him;

(3) Name: Address

Email Id Signature or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Twentieth (3<sup>rd</sup> Post Listing) Annual General Meeting of the Company to be held on Tuesday August 29, 2023 at 10.30 A.M. IST at Hotel Sahara Star, Nehru Road, Opp. Domestic Airport, Vile Parle (East), Mumbai – 400 099. and at any adjournment thereof in respect of following resolutions:

Resolutions	For	Against
<b>Ordinary Business:</b>		
1. To receive, consider and adopt the Audited financial statements of the Company for the year ended March 31, 2023, 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 Mr. Dinesh Balbeer Sharma (DIN 00418667), who retires by rotation and being eligible, offers himself for re-appointment.		
<b>Special Business:</b>		
3. Appointment of Statutory Auditor to fill casual vacancy		
4. Appointment of Statutory Auditors		
5. To appoint Ms. Anjali Patil Sapkal (DIN: 02136528), as an independent director of the company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the board of the company with effect from May 30, 2023 up to May 29, 2028		

Signed this day of 2023 \_\_\_\_\_

Signature of the Member \_\_\_\_\_

Signature of the Proxy holder(s) \_\_\_\_\_

