



G M Polyplast Limited

Ph No. +91 91523 62432
accounts@gmpolyplast.com
inquiry@gmpolyplast.com
GST No. 26AACCG0610R1ZL

CIN No.: L25200MH2003PLC143299
ISO 9001:2015 & 22000:2018 CERTIFIED
Manufacturers of : HIPS, ABS, PET, PP, HDPE
Sheets and Premium Quality Granules

To,
The Senior General Manager,
(Listing Compliance Manager)
BSE Limited
24th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 543239; G M Polyplast Limited

Subject: Notice convening the 21st (4th Post Listing) Annual General Meeting of the Company

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/Ma'am,

We hereby inform that the 21st Annual General Meeting of the Company is scheduled to be held on Tuesday, August 13, 2024, at 03:00 P.M. at The Club Mumbai, 197, Kashibai Mahadev Marg, Shakti Nagar, Shanti Nagar, D. N. Nagar, Andheri West, Mumbai, Maharashtra 400053.

The schedule for the same is as follows:

Cut-off date	:	Tuesday, August 06, 2024
[for determining the Members entitled to vote on the resolutions set forth in this Notice]		
Remote E-voting period	Commence from	: 09:00 A.M. IST on Saturday August 10, 2024
	End at	: 05:00 P.M. IST, Monday, August 12, 2024 [Remote E-voting module shall be disabled post this date]
Book Closure dates:		Wednesday August 07, 2024 to Tuesday August 13, 2024 (both days inclusive)

Office

A/66, New Empire Industrial Estate, Kondivita Road, Near J.B Nagar, Andheri East- Mumbai 400059

Factory

Plot No. 15,16 &17, Survey No. 217, Dadra Village, Silvassa, Dadra Nagar Haveli - 396230. (U.T.D.N.&H.)

Ph No. +91 82919 71685

Website - www.gmpolyplast.com



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A copy of the Notice of 21st Annual General Meeting is attached herewith.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For G M Polyplast Limited

Dimple Parmar
Company Secretary and Compliance Officer
Place: Mumbai
Date: July 19, 2024

Office

A/66, New Empire Industrial Estate, Kondivita Road, Near J.B Nagar, Andheri East- Mumbai 400059

Factory

Plot No. 15,16 &17, Survey No. 217, Dadra Village, Silvassa, Dadra Nagar Haveli - 396230. (U.T.D.N.&H.)

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Website - www.gmpolyplast.com



NOTICE

NOTICE is hereby given that the Twenty First (4th Post Listing) Annual General Meeting of G M Polyplast Limited (Formerly known as G M Polyplast Private Limited) will be held on Tuesday , August 13, 2024 at 03.00 P.M. at The Club Mumbai, 197, Kashibai Mahadev Marg, Shakti Nagar, Shanti Nagar, D.N.Nagar, Andheri West, Mumbai, Maharashtra 400053 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, 2024, 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.0.50/- per equity share (Declared on November 07, 2023) already paid during the financial year ended March 31, 2024.
3. To appoint a director in place of Mr. Balbir Singh Bholuram Sharma (DIN 00374565), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Re-Appointment of Mr. Dinesh Balbeer Sharma (DIN 00418667) as Managing 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 recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196 and 203 of the Companies Act 2013, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read along with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the provisions of Regulations pertaining to Listing Obligations and Disclosure Requirements Regulations 2015 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Dinesh Balbeer Sharma (DIN 00418667) as Managing Director of the Company for a term commencing from February 26, 2025 until February 25, 2030.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee 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 INR 12,00,000/- per annum (INR Twelve lakhs only) on terms and conditions, including perquisites, if any, and the Board of Directors be are hereby authorized to alter and vary the terms and conditions as the board may deem 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 the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Dinesh Sharma be and is hereby authorized to sign and execute agreement / amendment and other necessary papers as regards to the Service / Employment Agreement of Mr. Dinesh Sharma and to do all such acts, deeds, matters and things including but not limited to filing of requisite application/forms/reports etc with the Ministry of Corporate Affairs or with such other Statutory Authorities as may be required to give effect to the said resolution.”

RESOLVED FURTHER THAT all the Directors of the Company, the Chief Financial Officer and the Company Secretary and the Compliance Officer 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 be required 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. Continuation of appointment of Mr. Balbir Singh Bholuram Sharma (DIN 00374565) as Non-Executive Non-Independent Director.

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 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, and pursuant to the provisions of Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and other provisions as may be applicable to the company from time to time and pursuant to the continuation of the terms of his appointment as a Non-Executive and Non Independent Director and in respect of whom the company has received a Notice from the members along with the requisite amount as per the provisions of the law and in respect to which Mr. Balbir Singh Bholuram Sharma (DIN 00374565) has consented to be re-appointed, be and is hereby continued to be appointed as Non-Executive Non Independent Director, of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

RESOLVED FURTHER THAT the Directors of the Company, the Chief Financial Officer and the Company Secretary and the Compliance Officer be and are hereby individually or 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.

6. Continuation of appointment of Mr. Subramanian Ramaswamy Vaidya (DIN 03600249) As Independent Director of the Company being 75 Years Of Age:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, and pursuant to the resolution passed by the members dated Septmber 03, 2020 the consent of the members be and is hereby accorded for continuation of the appointment of Mr. Subramanian Ramaswamy Vaidya (DIN 03600249) as a Non- Executive, Independent Director of the Company for a term of 5 (Five) consecutive years with effect from Septmber 03, 2020 to Septmber 02, 2025, not liable to retire by rotation and being of an age above seventy five.”

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded pursuant to the provisions of regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors for the continuation of appointment of Mr Vaidya who is above the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To increase the Authorised Share Capital of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re- enactment thereof) and the rules framed there under, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 15,00,00,000 (Indian Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore fifty lakhs) Equity Shares of Rs. 10/- (Indian Rupees Ten) each to Rs. 17,00,00,000 (Indian Rupees Seventeen Crores) divided into 1,70,00,000 (One Crore seventy Lakh) Equity Shares of Rs. 10/- (Indian Rupees Ten) each by creation of additional 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- (Indian Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT any Director and /or the Company Secretary of the Company be and are hereby severally authorised to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.

8. Alteration in the Capital Clause of Memorandum of Association.

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, consent of the members of the Company, be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company as follows:

***Existing Clause V:** The Authorised Share Capital of the Company is INR. 15,00,00,000 (Indian Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each.*

***Ammended Clause V:** The Authorised Share Capital of the Company is INR. 17,00,00,000 (Indian Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore seventy Lakh) Equity Shares of INR. 10/- (Indian Rupees Ten Only) each.*

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as maybe required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

9. Further Public Offering of Equity Shares of The Company.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 23 and any other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder, as amended (including any statutory modifications or re-enactment thereof, for the time being in force) (the “**Companies Act**”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules and regulations made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (“**GOI**”), the Department for Promotion of Industry and Internal Trade, the Securities and Exchange Board of India (“**SEBI**”) and the Reserve Bank of India (“**RBI**”) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement entered into between the Company and of BSE Limited (“**BSE**” the “**Stock Exchange**”), the stock exchange in India where the equity shares of face value of Rs.10/- of the Company (“**Equity Shares**”) are listed, and subject to any approvals, consents, permissions and sanctions, as may be required from the GOI, the Registrar of Companies, Mumbai (“**ROC**”), SEBI, Stock Exchange, RBI, and all other appropriate governmental, statutory and regulatory authorities in India (the “**Regulatory Authorities**”) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**” which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer and allot/ transfer such number of Equity Shares by way of a fresh issue of Equity Shares (the “**Offer**”), for cash, either fully or partly paid, wherein calls are made in one of more tranches, either at par or premium or discount such that the amount being raised in one or more tranches including pursuant to the Offer aggregates up to Rs. 50.00 crore, (with an option to the Company to retain an over-subscription to the extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the designated stock exchange), and to offer and allot in the Offer such number of Equity Shares, including the allotment of Equity Shares to the stabilising agent pursuant to a green shoe option and/or any other person pursuant to any placement of Equity shares prior to the Offer, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with the Book Running Lead Manager appointed for the Offer (“**BRLM**”), through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at par or at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors other than individuals, corporate bodies and family offices, registered alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, public financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, the National Investment Fund,



insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, Indian mutual funds registered with the SEBI, systemically important non-banking finance companies, trusts / societies registered under the Societies Registration Act, 1860, as amended, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons, including retail individual bidders eligible to invest in equity shares and/or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer, in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof, through an offer document, offering circular, prospectus and/or an information memorandum, if any, in one or more tranches in consultation with the BRLM and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit.”

“**RESOLVED FURTHER THAT**, the Board may invite the existing shareholders of the Company to participate in the Offer by undertaking an offer for sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM, subject to the receipt of consent of SEBI, GOI, RBI, ROC, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, which may be agreed to by the Board, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at par or at such premium or discount per Equity Share as allowed under the Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.”

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (the “**Reservation**”) or to provide a discount to the offer price to retail individual bidders or eligible employees (the “**Discount**”); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“**RESOLVED FURTHER THAT**, the Equity Shares allotted and/or transferred pursuant to the Offer shall be listed on the Stock Exchange.”

“**RESOLVED FURTHER THAT**, the Equity Shares so allotted and transferred under the Offer (including any reservation or green shoe option) shall rank *pari passu* in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend from the date of allotment, subject to the provisions of the memorandum of association and the articles of association of the Company.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board either by itself or a committee constituted by the Board, including the FPO Committee, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allocated or allotted or transferred, the number of Equity Shares to be allotted and transferred in each tranche, issue period, offer price, manner and amount of calls, premium amount, Reservation, Discount (as allowed under Applicable Laws), listing on Stock Exchange as the Board or such sub-committee in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer, including appointment of the intermediaries, opening escrow account, monitoring agency, finalising the basis of allotment of the Equity Shares and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, sponsor bank, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares and utilization of the Offer proceeds, if applicable, and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute on its behalf.”

“**RESOLVED FURTHER THAT**, subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be

disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/ such other persons or otherwise.”

“**RESOLVED FURTHER THAT**, in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** in relation to the Offer, the Board either by itself or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection with the Offer, including, without limitation, the following:

- a. To make applications to the Government of India, Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), or to any other statutory or governmental authorities BSE Limited (BSE) in connection with the Offer as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
- b. To finalise, approve and file the red herring prospectus and prospectus with the Registrar of Companies, Mumbai (the “ROC”), and submit the same to the SEBI and BSE and other regulatory authorities and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient), the bid cum application forms, abridged prospectus, confirmation of allocation notes and any other document in relation to the Offer as finalised by the Company, and take all such actions in consultation with the book running lead manager appointed for the Offer (the “BRLM”) as may be necessary for the submission and filing of the documents mentioned above, including incorporating such alterations/ corrections/ modifications as may be required by the SEBI, the ROC, the Stock Exchange or any other relevant governmental and statutory authorities or otherwise under applicable laws;
- c. To decide in consultation with the BRLM the final offer size, issue period, the timing, discount, reservations, pricing, allocation, finalization of basis of allotment and all the terms and conditions of the Offer, including the price band (including issue price for anchor investors), Offer price, Offer size and to accept any amendments, modifications, variations or alterations thereto;
- d. To appoint and enter into and terminate arrangements with the BRLM, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, registrars, escrow collection bankers to the Offer, refund bankers to the Offer, public offer account bankers to the Offer, sponsor banks, legal advisors, auditor, advisors, advertising agency, and any other agencies or persons or intermediaries to the Offer, including any successors or replacements thereof, and to negotiate and finalise and amend the terms of their appointment;
- e. To approve the relevant restated financial statements to be issued in connection with the Offer;
- f. To authorise the maintenance of the register of holders of the Equity Shares;
- g. To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the red herring prospectus and prospectus, BRLM’ mandate or fee/ engagement letter, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow and sponsor bank agreement, agreements with the registrar and the advertising agency and all other documents, deeds, agreements and instruments and any notices, supplements, addenda and corrigenda thereto, as may be required or desirable in relation to the Offer, with the power to authorise one or more officers of the Company to negotiate, execute and deliver any or all of the these documents or any amendments thereto as may be required or desirable in relation to the Offer;
- h. To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI and operate bank accounts opened in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;



- i. To open and operate bank accounts, share/securities accounts, escrow or custodian accounts in India or abroad, in Rupees or any other currency, in accordance with the terms of any agreement entered into in this respect and subject to applicable laws;
- j. To seek, if required, the consent and/or waivers of the lenders to the Company and/or lenders to the subsidiary (if applicable), industry data provider, parties with whom the Company has entered into various commercial and other agreements, and any other consents and/or waivers that may be required in relation to the Offer;
- k. To submit undertakings/certificates or provide clarifications to the RoC, SEBI and the Stock Exchange;
- l. To authorise and approve the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- m. To accept and appropriate the proceeds of the Offer in accordance with the applicable law;
- n. To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including anchor investors offer price), total number of Equity Shares to be reserved for allocation to eligible investors, approve the basis of allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the red herring prospectus and the prospectus, in consultation with the BRLM and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;
- o. To decide, in consultation with the BRLM all other terms and conditions of the Offer, including any amendments thereto as permitted under applicable law;
- p. To issue allotment letters/confirmation of allotment notes, with such features and attributes as may be required, with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
- q. To decide and make calls on Equity Shares issued in the Offer including terms and conditions of the Offer, in accordance with the terms and conditions of the Memorandum of Association and Articles of Association of the Company and applicable law;
- r. To authorise and approve notices, advertisements in relation to the Offer in accordance with applicable law and in consultation with the relevant intermediaries appointed for the Offer;
- s. To do all such acts, deeds, matters and things and execute all such other documents, instructions etc., as deemed necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot/transfer the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
- t. To withdraw the red herring prospectus and the Offer at any stage, if deemed necessary, in accordance with applicable laws and in consultation with the BRLM;
- u. To do all such deeds and acts as may be required to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the afore-said documents;
- v. To negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including red herring prospectus and prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) as the case may be, in relation to the Offer;
- w. To make applications for listing of the Equity Shares on the Stock Exchange and to execute and to deliver or arrange the delivery of necessary documentation to the concerned Stock Exchange;
- x. To give directions or instructions and take action in relation to handling and managing investor grievances in relation to the Offer pursuant to allotment in the Offer;
- y. To authorise any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/ their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment/ transfer of the Equity Shares;



- z. To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company;
- aa. To take all other actions as may be necessary in connection with the Offer; and
- bb. To negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the FPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the FPO Committee shall be conclusive evidence of the authority of the FPO Committee in so doing.
- cc. To adopt and approve financial statements prepared in context of the Offer, if any”.

“RESOLVED FURTHER THAT, any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

**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 06, 2024
Place: Mumbai**

**Registered Office: A-66, New Empire Industrial Estate, Kondivita Road,
Andheri East, Mumbai – 400059
CIN: L25200MH2003PLC143299
Website: www.gmpolyplast.com
Email: info@gmpolyplast.com
Phone : +91-22-2836 9403 / 28369722
Fax : +91-22-2820 9552**

NOTES:

The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act"), in relation to the item no 4,5,6,7,8 & 9 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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
4. Pursuant to the provision of section 91 of the Companies Act and Rules made thereunder and other applicable provisions of the Act, circulars issued by the company from time to time and
5. Regulations of SEBI (LODR) Regulations 2015, the Company has fixed Tuesday, August 06, 2024 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 10, 2024 09:00 A.M. until Monday August 12, 2024 until 05:00 P.M. (both days inclusive). The Book Closure for the 21st Annual General Meeting is scheduled from, Wednesday, August 07, 2024 until Tuesday August 13, 2024. (both days inclusive).
6. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the registered office of the Company during the office hours on all working days between 11.00AM. to 3:00 P.M. up to the date of conclusion of AGM.
7. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.
8. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.
9. At the ensuing Annual General meeting, Mr. Balbir Singh Bholuram Sharma (DIN 00374565) retires by rotation and seeks appointment.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their DEMAT account.
11. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting
12. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
13. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
14. Pursuant to section 72 of the Companies Act, 2013 members holding shares in electronic form, the nomination form SH-13 may be filed with the respective depository participant. (a copy of which is placed on the website of Company www.gmpolyplast.com)
15. Members are requested to bring their copy of Annual Report to the AGM. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM.
16. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
18. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail Ids with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2023-2024 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 ww.gmpolyplast.com and on the website of Bombay Stock Exchange (BSE) www.bseindia.com.As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

Bigshare i-Vote E-Voting System

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

- i. The voting period begins on Saturday August 10, 2024 at 09.00 A M and ends on Monday August 12, 2024 at 05.00 P M. 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 Tuesday August 06, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- 1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the 5. user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.</p>

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.



- o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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

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

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

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

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

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

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

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

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

- If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **'Forgot your password?'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'RESET'**.

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

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

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



Investor Mapping:

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

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

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

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

GENERAL INSTRUCTIONS : The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Tuesday August 06, 2024.

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 21st Annual General Meeting (4th Post Listing) of the Company is scheduled to be held on Tuesday, August 13, 2024. The E-Voting Facility shall be available from Saturday August 10, 2024 at 09.00 A M and ends on Monday August 12, 2024 at 05.00 P M. (both days inclusive).
- d) Cut off date for determining the members eligible to cast their vote is Tuesday, August 06, 2024 and the Book Closure dates for the 21st



Annual General Meeting (4th Post Listing) shall be Wednesday, August 07, 2024 until Tuesday August 13, 2024. (both days inclusive).

The Board of Directors have appointed CS Pranay Vaidya from Pranay D. Vaidya and Co, Practising Company Secretaries as the Scrutinizer to scrutinize the E Voting and the poll process for the resolutions set out in the Notice of the 21st (4th Post Listing) Annual General Meeting, in true and transparent manner.

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

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

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

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

**Date: July 06, 2024
Place: Mumbai**

**Registered Office: A-66, New Empire Industrial Estate, Kondivita Road,
Andheri East, Mumbai – 400059
CIN: L25200MH2003PLC143299
Website: www.gmpolyplast.com
Email: info@gmpolyplast.com
Phone : +91-22-2836 9403 / 28369722
Fax : +91-22-2820 9552**



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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice: Item No. 4, 5, 6, 7, 8 & 9.

Item no. 4: Re-appointment of Mr. Dinesh Balbeer Sharma (DIN 00418667) as Managing Director.

Mr. Dinesh Balbeer Sharma (DIN 00418667) was the Promoter Director of the Company since incorporation of the company and was redesignated as Managing Director (Promoter) by the members of the company on February 27, 2020 for a period of Five years i.e. from February 27, 2020 until February 26, 2025 and was paid the aggregate of salary, commission, allowances and perquisites ("Remuneration") in any financial year not exceeding Indian Rupees. 12,00,000/- (Indian Rupees Twelve Lakhs Only) per annum, with such increments, pursuant to the provisions of the Companies Act 2013, as may be decided by the Board of Directors of the Company. Considering that the term of Mr. Dinesh Sharma is to conclude on February 26, 2025, the Board of Directors on the recommendation of Nomination and Remuneration Committee held on July 06, 2024 have proposed the appointment of Mr. Dinesh Sharma for a further period of Five years i.e. commencing from February 26, 2025 until February 25, 2030 without any change in the terms and conditions and that he shall be paid the aggregate of salary, commission, allowances and perquisites ("Remuneration") in any financial year not exceeding Indian Rupees. 12,00,000/- (Indian Rupees Twelve Lakhs Only) per annum, with such increments, pursuant to the provisions of the Companies Act 2013 with the Board of Directors having such powers 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.

Mr. Dinesh Balbeer Sharma (DIN 00418667) possesses a wealth of experience, spanning over two decades, that uniquely combines expertise in marketing, sales, human resources management, and manufacturing. Their strategic vision in marketing has consistently driven brand growth and market penetration. With a sharp acumen for sales, they have consistently surpassed targets, fostering strong client relationships and expanding market share. Their adeptness in human resources management has cultivated high-performing teams, enhancing productivity and morale. The director's solid background in manufacturing ensures operational efficiency and quality control. Their leadership style is collaborative, empowering teams to achieve organizational goals. This holistic expertise enables them to navigate complex business landscapes, driving sustained success and innovation.

Following are the details of Mr. Dinesh Balbeer Sharma (DIN 00418667) who is proposed to be designated as a Managing director of the company. The said details are required in terms of Secretarial Standard 2 (SS 2):

- a) Age: **46 years**
- b) Qualifications: **B Sc**
- c) Experience: **20 Years**
- d) Terms & Condition of appointment: **As decided mutually**
- e) Remuneration sought to be paid if any: **Rs. 12,00,000/- (Rupees Twelve Lakhs Only)**
- f) Remuneration last drawn by such person: **Rs. 12,00,000/- (Rupees Twelve Lakhs Only)**
- g) Date of first appointment on the Board: **27/11/2003**
- h) Shareholding in the Company: **50,75,000 equity shares**
- i) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company: **Husband of Mrs. Sarita Dinesh Sharma, Director and son of Mr. Balbirsingh Bholuram Sharma**
- j) Number of Meetings of the Board attended during the year: **F.Y.23-24 - 5 Board meetings and 1 Annual General Meeting**
- k) Other directorship/ membership/ Chairmanship of the Committee of other Board, detailed as below: **Chairman of the Board of Directors and member of Audit Committee and Corporate Social Responsibility Committee**

Pursuant to schedule V, statement is given to shareholders containing the following information namely: -

I. General Information

1. Nature of the Industry: **Manufacturing of Plastic goods**
2. Date or expected date of commencement of commercial production: **27-11-2003**
3. In case of new companies, expected date of commencement of activities as per project approved by - **N.A.**



4. Financial institutions appearing in prospectus- **N.A.**
5. Financial performance: **For Financial Year 2018-19 Net worth- 31.76/- Crores and Turnover- 92.02/- Crores**
6. Export performance and net foreign exchange collaboration: **FOB Value of Exports-4.59/- Crores**
7. Foreign investments or collaborators, if any: **Nil**

II. Information about the appointee:

1. Background details: **B. Sc., 20 years of experience**
2. Past Remuneration: **INR 12,00,000 p.a.**
3. Recognition or awards: **N.A.**
4. Job profile and suitability: **Director**
5. Remuneration proposed: **INR 12,00,000 p.a.**
6. 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): **Market dictated.**
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: **Husband of Mrs. Sarita Dinesh Sharma, Director and son of Mr. Balbirsingh Bholuram Sharma**

III. Other Information:

Reasons of loss or inadequate profits: **N.A.**

Steps taken or proposed to be taken for the improvement: Future prospects are closely related to positive changes in the market

IV. Disclosures:

The relevant disclosures shall be given as and when required.

The above special resolution are proposed by the board for the approval of members of the Company.

Mr. Dinesh Sharma, Mrs. Sarita Sharma and Mr. Balbeer Singh Bholuram Sharma are interested in the said resolution.

Note: The company has not incurred any loss and that the company have adequate profits, however the said resolution is passed to comply with the provisions of Schedule V and there is no Non-Compliance in future during the course of the appointment of the managing Director

Brief Profile of Mr. Dinesh Sharma:

Mr. Dinesh Balbirsingh Sharma, aged 47 years, is the Promoter and Managing Director of our Company. He is associated with our Company as Director of the Company since Incorporation, further he was redesignated as Managing Director of the Company for a period of 5 (five) years on February 27, 2020 commencing from February 27, 2020. He has done his Bachelor of Science from Bhavan's College in the year 1998. He has overall two decades of experience in the industry of the Company. He is currently in-charge of team management and sales in the Company. His dynamic leadership has been a key factor for the growth of the Company

Item no. 5: Continuation of appointment of Mr. Balbeer Singh Bholuram Sharma as Non-Executive Non-Independent Director.

Mr. Balbeer Singh Bholuram Sharma (DIN: 00374565) was appointed as Promoter, non-executive director w.e.f. February 27, 2020 by the members pursuant to section 161 of the Companies Act, 2013. The company has received consent in writing to act as director in Form DIR-2 and intimation in Form DIR-8 pursuant to rule 8 of the Companies (Appointment and disqualifications of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the item no.2, in relation to appointment of Mr. Balbeer Singh Bholuram Sharma (DIN: 00374565) as (Promoter, non-executive) Director for the approval by the shareholders of the Company.

A copy of the draft letter of appointment of Mr. Balbeer Singh Bholuram Sharma (DIN: 00374565) as (Promoter, non-executive) Director, the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the company during business hours.

All of the Directors are concerned or interested, financially or otherwise, in the proposed resolution. The resolution as set out in Item no.2 of this notice are accordingly recommended for your approval.



Following are the details of Mr. Balbirsingh Bholuram Sharma who is proposed to be appointed as a (Promoter, non-executive) director of the company. The said details are required in terms of Secretarial Standard 2 (SS 2):

- a) **Age:** 70 years
- b) **Qualifications:** 10th
- c) **Experience:** More than 40 Years
- d) **Terms & Condition of appointment:** As decided mutually
- e) **Remuneration sought to be paid if any:** As decided mutually
- f) **Remuneration last drawn by such person:** Nil in this company
- g) **Date of first appointment on the Board:** NA
- h) **Shareholding in the Company:** 7
- i) **Relationship with other Directors, Manager and other Key Managerial Personnel of the Company:** Father of Mr. Dinesh Sharma, Director and Father In Law of Mrs. Sarita Dinesh Sharma
- j) **Number of Meetings of the Board attended during the year:** 7
- k) **Other directorship/ membership/ Chairmanship of the Committee of other Board, detailed as below:** He is a member of Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Mr. Dinesh Sharma, Mrs. Sarita Sharma and Mr. Balbeer Singh Bholuram Sharma are interested in the said resolution.

The above Special resolution is proposed by the board for the approval of members of the Company.

Brief Profile of Mr. Balbeer Singh Bholuram Sharma (DIN: 00374565)

Mr. Balbeer Singh Bholuram Sharma (DIN: 00374565), aged 70 years, is the Non-Executive Director of our Company. He was appointed as Non- Executive Director of our Company in on February 27, 2020 with effect from February 27, 2020. He has done his SSC.

He has more than four decades of experience. With his tremendous work experience, he is guiding the Company towards great height

Item no. 6: Continuation of Appointment of Mr. Subramanian Ramaswamy Vaidya (DIN: 03600249), as Independent Director of the Company Being 75 years of age:

Mr. Subramanian Ramaswamy Vaidya (DIN: 03600249), Non-Executive Independent Director, was appointed on the Board of the Company on September 03, 2020 in terms of Companies Act, 2013 and in compliance of SEBI (LODR) Regulations 2015. He was appointed for a period of five years beginning with September 03, 2020 until September 03, 2025.

Considering that Mr. Subramanian Ramaswamy Vaidya (DIN: 03600249) is above the age of seventy five years of age, the company has to comply with the provisions of Regulation 17(1A) of SEBI (LODR) Regulations 2015. The said regulation mandates that any non executive director on the board of the company can be appointed or shall continue its appointment only by passing the special resolution.

The Nomination and Remuneration Committee has approved the continuation of appointment of Mr. Subramanian Ramaswamy Vaidya and had recommended the Board and to the shareholders the said appointment.

None of the Directors and Key Managerial Personnel of the Company and their relatives concerned or interested, financial or otherwise, in the resolution.

The Board recommends the special resolution for approval by the shareholders.

Brief Profile of Mr. Subramanian Ramaswamy Vaidya:

Mr. Subramanian Ramaswamy Vaidya, aged 81 years, is the Independent Director of our Company He was appointed as Independent Director of our Company for a period of 5 (Five) years in the Extra Ordinary General Meeting of its members held on September 3, 2020 commencing from September 3, 2020. He has done his bachelor's in science from University of Bombay in the year 1964.



Name of the Director	Mr. Dinesh Balbeer Sharma	Mr. Balbeer Singh Bholuram Sharma	Mr. Subramanian Ramaswamy Vaidya
DIN	00418667	00374565	03600249
Designation	Managing Director	Non-Executive Director	Non- Executive and Independent Director
Age (in years)	46	70	81
Qualification	B. Sc	SSC	
Expertise in specific functional areas	Management, Strategy and Finance	Management, Strategy and marketing	Strategy
Remuneration sought to be paid	12,00,000	NA	Sitting Fees
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 a Non-Executive non Independent Director	Continuation as an Independent Director being more than 75 years of age
Date of first appointment on the Board of Directors of the Company	November 27, 2003	February 27, 2020	September 03, 2020
Shareholding in the Company (a)Own and As a Beneficial Owner	50,75,000 equity shares	7 equity 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	Father-in-law of- Mrs. Sarita Dinesh Sharma. Father of Managing Director- Mr. Dinesh Sharma	NA
Number of Board meetings attended during the financial year 2023-24	5	5	4

Name of the Director	Mr. Dinesh Balbeer Sharma	Mr. Balbeer Singh Bholuram Sharma	Mr. Subramanian Ramaswamy Vaidya
List of Directorships held in other companies, as on March 31, 2024	Directorship: 1. ACE Extrusions Private Limited 2. Ozocare Products Private Limited	Directorship: Mahima Goldplast Private Limited	Directorship: Bliss GVS Pharma Limited
Membership/ Chairmanship of Committees of Board of Directors of other Listed companies as on March 31, 2024	NIL	NIL	In Bliss GVS Pharma Limited: <ul style="list-style-type: none"> • Audit Committee~ Member • Nomination and remuneration committee~ Member • Stakeholders Relationship Committee~ Chairperson • Corporate Social Responsibility Committee~ Chairperson

Item No.7 & 8: To increase the Authorised Share Capital of the Company and Alteration in the Capital Clause of Memorandum of Association.

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares to public, the proposed increase of Authorized Share Capital requires the approval of members in general meeting in terms of Section 61 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Consequent upon the increase of Authorized Share Capital, the capital clause of the Memorandum of Association of the Company will also be required to be altered so as to reflect the increase in share

capital.

Presently, the Authorized Share Capital of your company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore and fifty lakhs) equity shares of Rs. 10/- (Rupees Ten) each. It is proposed to increase the Authorized Share Capital from Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) to Rs. 17,00,00,000/- (Rupees Seventeen Crore Only) by the creation of 20,00,000 (Twenty Lakhs) equity shares of Rs.10/- each, ranking pari-passu with the existing equity shares in the Company.

The draft copy of Memorandum of Association of the company is available for inspection at the registered office of the company from Monday to Friday during business hours. Your directors recommend the proposed resolution giving effect to the above amendments for your approval. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item No. 9: Further Public Offering of Equity Shares of The Company.

Subject to receipt of regulatory approvals and other approvals to the extent necessary, the Company proposes to undertake a further public offer of its equity shares of face value of Rs.10/- each of the Company (the “Equity Shares”) by way of a fresh issue of Equity Shares (the “Offer”) and listing of the Equity Shares of SME Platform of BSE Limited (“BSE NSE” or “Stock Exchange”) in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Companies Act, 2013, and the rules made thereunder, as amended.

The Company intends to undertake the Offer and list its Equity Shares at an opportune time in consultation the book running lead manager appointed for the Offer (the “BRLM”) and other advisors to be appointed for the Offer and subject to applicable



regulatory and other approvals, to the extent necessary.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to create, offer, issue and allot in the Offer such number of Equity Shares, for cash either at par or premium, partly or fully paid, such that the amount being raised pursuant to the Offer aggregates up to Rs. 50 crore on such terms and at such price and at such time as may be considered appropriate by the board of directors of the Company (the "Board"), or a duly authorised committee thereof, to the various categories of permitted investors, who may or may not be the shareholder(s) of the Company, in the further public offer by way of book building method under the SEBI Regulations. The Equity Shares, if any, allotted pursuant to the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.

The proceeds from the Offer will be utilised for the purpose of working capital, purchase of plant and machinery and/ or any other object as may be decided by the Board (including any committee thereof) at a later date. The Company, in accordance with applicable laws, may consider to make available for allocation a portion of the Offer or to provide a discount to the offer price to any category(ies) of persons permitted under applicable laws.

Further, the Company shall be entitled to take all decisions in relation to the Offer in accordance with applicable laws. The Company reserves the right, at its sole discretion, to modify or vary the terms and conditions of the participation of such shareholder(s) in the offer for sale, including where any relevant approvals are not obtained in a timely manner or at all.

The Equity Shares to issued pursuant to the Offer are proposed to be listed on BSE Limited.

The Company will not make an offer of Equity Shares to the Promoters of the Company in the Offer. However, the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

Other than through their participation in the Offer as mentioned above, none of the directors or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends the resolutions in Item No. 9 of the Notice for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.



G M Polyplast Limited

CIN: L25200MH2003PLC143299

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

ATTENDANCE SLIP

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

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

DP Id		Folio No	
Client Id		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 21st (4th Post Listing) ANNUAL GENERAL MEETING of the Company held on Tuesday, 13th August, 2024 at 03:00 p.m. at The Club Mumbai, 197, Kashibai Mahadev Marg, Shakti Nagar, Shanti Nagar, D.N.Nagar, Andheri West, Mumbai, Maharashtra 400053.

* Applicable for investors holding shares in electronic form.

Signature of the Shareholder

G M Polyplast Limited

CIN: L25200MH2003PLC143299

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

ATTENDANCE SLIP

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Signature of the Shareholder



G M Polyplast Limited

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A-66 New Empire Industrial Estate Kondivita Road, Andheri East, Mumbai Maharashtra, India, 400059

Website: <https://gmpolyplast.com>

PROXY FORM

Twenty First(4th Post Listing) Annual General Meeting On Tuesday, August 13, 2024 at 03:00 P.M.

Name of the Member(s):	
Registered Address:	
E-mail ID	
Folio No./DP ID/Client ID:	

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

- Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him;
- Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st (4th Post Listing) Annual General Meeting of the Company to be held on Tuesday, 13th August, 2024 at 03:00 P.M. at The Club Mumbai, 197, Kashibai Mahadev Marg, Shakti Nagar, Shanti Nagar, D.N.Nagar, Andheri West, Mumbai, Maharashtra 400053.

Resolutions	For	Against
Ordinary Business:		
1. To receive, consider and adopt the Audited financial statements of the Company for the year ended March 31, 2024, 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.0.50/- per equity share (Declared on November 07, 2023) already paid during the financial year ended March 31, 2024.		
3. To appoint a director in place of Mr. Balbir Singh Bholuram Sharma (DIN 00374565), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business		
4. Re-Appointment of Mr. Dinesh Balbeer Sharma (DIN 00418667) as Managing Director of the Company.		
5. Continuation of appointment of Mr. Balbir Singh Bholuram Sharma (DIN 00374565) as Non-Executive Non-Independent Director.		
6. Continuation of appointment of Mr. Subramanian Ramaswamy Vaidya (DIN 03600249) As Independent Director of the Company being 75 Years Of Age		
7. To increase the Authorised Share Capital of the Company.		
8. Alteration in the Capital Clause of Memorandum of Association.		
9. Further Public Offering of Equity Shares of The Company.		

Affix
Revenue
Stamp
Rs. 1/-

Signed this _____ day of _____ 2024

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

