

July 18, 2024

To,

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code: 526586**Scrip ID: WIMPLAST****Sub: Notice of 36th Annual General Meeting of the Company**

Dear Sir/ Madam,

This is to inform you that the 36th Annual General Meeting ("AGM") of the Members of the Company will be held on Saturday, August 10, 2024 at 11.00 am (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the business as set out in Notice convening the said AGM in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

In compliance with the relevant circulars, the 36th Annual Report of the Company for the Financial Year 2023-24, along with Notice of the AGM have been sent through electronic mode to the shareholders of the Company whose email addresses are registered with the Company/ Depositories/ Registrar and Transfer Agent.

The Notice of the 36th AGM is also available on the website of the Company i.e. www.cellowimplast.com.

Thanking you.

Yours faithfully,

For Wim Plast Limited

DARSHA YASH Digitally signed by
DARSHA YASH ADODRA
ADODRA Date: 2024.07.18 22:07:24
+05'30'

Darsha Adodra**Company Secretary & Compliance Officer
(Mem. No. F12831)**

Encl: A/a

NOTICE

WIM PLAST LIMITED

CIN - L25209DD1988PLC001544

Registered Office – Survey No. 324 / 4 to 7, of Kachigam, Village Kachigam, Swami Narayan Gurukul Road,
Nani Daman, Daman – 396210. **Mob.:** +91 93772 83454,

Email - wimplast@celloworld.com **Website -** www.cellowimplast.com

Notice of 36th (Thirty-sixth) Annual General Meeting

Notice is hereby given that the 36th Annual General Meeting (“AGM”) of the Members of **Wim Plast Limited** (“Company”) will be held on **Saturday, August 10, 2024 at 11.00 a.m. (IST) through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
 - The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of the Auditors thereon.
- To declare Final Dividend of ₹ 10/- per Equity Share for the financial year ended 31st March, 2024.
- To appoint a Director in place of Mr. Gaurav P. Rathod (DIN: 06800983), who retires by rotation and being eligible, offers his candidature for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to the Cost Auditor for the financial year 2024-25

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

“**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 70,000/- (Rupees Seventy Thousand Only) p.a. plus out-of-pocket-expenses as may be incurred in connection with the audit of the accounts of the Company, payable to Mr. Pradip Mohanlal Damania, Cost & Management Accountant (FRN: 101607), who has been appointed by the Board of Directors, as Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending on 31st March, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or any other person authorized by the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Re-appointment of Mr. Pradeep G. Rathod (DIN: 00027527) as the Managing Director & CEO of the Company for a period of 5 (five) years w.e.f. June 29, 2024

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

“**RESOLVED THAT** in accordance with the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 152, 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended, approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Pradeep G. Rathod (DIN : 00027527) as the Managing Director cum Key Managerial Personnel (KMP) & CEO of the Company, for a period of 5 (five) years commencing from June 29, 2024 to June 28, 2029 (both days inclusive), whose office shall not be liable to determination by retirement of directors by rotation, on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Pradeep G. Rathod, subject to the same not exceeding the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors.”

NOTICE

6. Re-appointment of Mr. Piyush S. Chhajed (DIN: 02907098) as Non-Executive Independent Director for another term of 5 (five) years w.e.f. March 14, 2025

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended and other applicable provisions of the Listing Regulations and based on the performance evaluation and recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Piyush S. Chhajed (DIN: 02907098), who is not disqualified from being appointed as Director in terms of Section 164 of the Act and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for re-appointment as a Director (Non-Executive, Independent) of the Company to hold office for a second term of 5 (Five) years, commencing from March 14, 2025 to March 13, 2030, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or any other person authorized by the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For Wim Plast Limited

Darsha Adodra
Company Secretary and Compliance Officer
(Mem. No: F12831)

Mumbai
May 22, 2024

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as “the Act”), setting out material facts concerning the business under Item No. 4 to 6 of the accompanying Notice is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Clause 1.2.5 of SS-2 (Secretarial Standards – 2) on General Meetings by the Institute of Company Secretaries of India (“ICSI”), in respect of the persons seeking appointment / re-appointment as Director under Item no. 3, 5 and 6 of the Notice, is also annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 April 13, 2020 (collectively referred as “MCA circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue till September 30, 2024. In compliance with the MCA circulars and SEBI circulars, the 36th AGM of the Members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing it’s representative to attend the 36th AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address at hs@hspnassociates.in with copies marked to the Company at investor.grievances@celloworld.com and to its RTA at instameet@linkintime.co.in.

NOTICE

5. Members attending the 36th AGM through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
6. As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated 5th May, 2020 issued by MCA, the matter of Special Business as appearing at Item No. 4 to 6 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
7. The Members may join the 36th AGM through VC/ OAVM facility from 10.30 AM onwards i.e. 30 minutes before the scheduled time of the commencement of the AGM, by following the procedure mentioned in the Notice.
8. The Notice of the 36th AGM of the Company along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and SEBI circulars. The Company shall send a physical copy of the Annual Report to those Members, upon receipt of the request from such Members at investor.grievances@celloworld.com mentioning their Folio No./DP ID and Client ID. Members may note that the Notice of 36th AGM and Annual Report for the financial year 2023-24 will also be available on the Company's website www.celloworld.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. Members shall attend and participate in the 36th AGM through VC/OAVM facility only.
9. The Board has recommended Final Dividend of ₹ 10/- per share i.e. 100 % on 1,20,03,360 Equity Shares of ₹ 10/- each. The dividend if sanctioned at the AGM, will be paid subject to deduction of Tax at Source to those members who hold shares either in physical form or in dematerialized form on the close of Friday, August 2, 2024. The dividend will be credited/ dispatched to the Members on or after the 5th day from the date of AGM i.e. August 15, 2024.
10. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, August 3, 2024 to Saturday, August 10, 2024 (both days inclusive)** for the purpose of the 36th AGM of the Company and for the payment of dividend.
11. Pursuant to the amendments introduced in the Income Tax Act, 1961 ('the IT Act') vide Finance Act, 2020 with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of Members and the Company is required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2024 and amendments thereof. The Members are requested to update their PAN with the Company/ Link Intime India Pvt. Ltd. (LI IPL) (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

A resident individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> to avail the benefit of non-deduction of tax at source **by email** to RTA at rnt.helpdesk@linkintime.co.in or investor.grievances@celloworld.com latest by July 31, 2024. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to rnt.helpdesk@linkintime.co.in or investor.grievances@celloworld.com latest July 31, 2024.

12. Members will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <http://www.tdscpc.gov.in/app/tapn/tdstcscredit.xhtml>.
13. Since the 36th AGM will be held through VC/OAVM, the route map for the AGM venue is not annexed.
14. Members are requested to:

- i) Register their correct email ID and correct Bank Account details:

In case the Members email ID is already registered with the Company/Registrar & Share Transfer Agent ("RTA")/ Depositories, then the login details for e-voting are sent on the registered email address.

In case the Member has not registered his/her/their email addresses with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- a) In the case of Shares held in Physical mode:

The Member may please email to RTA at rnt.helpdesk@linkintime.co.in or the Company at investor.grievances@celloworld.com.

- b) In the case of Shares held in Demat mode:

The Member may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

- ii) Intimate the RTA, M/s. Link Intime India Pvt. Ltd. for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.

NOTICE

15. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/193 dated December 27, 2023 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company / RTA. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3. In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled. The forms mentioned above are available on the website of the Company as well as on the website of RTA.
16. In case of joint holders attending the 36th AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. SEBI has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details), specimen signature and nomination details by all Members holding shares in physical form.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.

If a security holder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

The investor service requests forms for updation of said details viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular is available on our website at <https://celloimplast.com/shareholder-services/> and also on RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In view of the above, we urge the Members to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company had sent an e-mail intimation informing the same to the Members on 22nd March, 2024, followed by physical letter sent on 26th March, 2024. Members who hold shares in dematerialized form and wish to update their PAN, KYC and Nomination details are requested to contact their respective DPs with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Pvt. Ltd. at C - 101, Embassy 247, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083.

18. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending e-mail to Company at investor.grievances@celloworld.com. Electronic copies of necessary statutory registers and auditors report/certificates will be available for inspection by the Members at the time of AGM.
19. Members desirous of obtaining any information relating to the accounts are requested to address their queries to the Registered Office of the Company at least 7 (Seven) days before the date of the AGM, to enable the management to keep the information ready.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. As per Regulation 40 of Listing Regulations, as amended, and SEBI Circular dated September 07, 2020, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2021.
22. Further in compliance of SEBI circular dated January 25, 2022, following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-
 - i. Issue of duplicate share certificate
 - ii. Claim from unclaimed suspense account
 - iii. Renewal / Exchange of securities certificate
 - iv. Endorsement
 - v. Sub-division / splitting of securities certificate
 - vi. Consolidation of securities certificates / folios
 - vii. Transmission
 - viii. Transposition

For this purpose, the securities holder / claimant shall submit a duly filled up Form ISR-4 which is uploaded on the website of the Company as well as on the website of RTA. The aforementioned form shall be furnished in hard copy form.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Private Limited, Company's RTA for assistance in this regard.

NOTICE

23. Electronic Credit of Dividend

The Company would encourage the Members to opt for electronic credit of dividend. The system is administered by RBI, which ensures faster credit of dividends, as dividends are directly credited in electronic form to the bank accounts of the Member.

Moreover, by availing this facility, Members avoid the risk of loss / damage of dividend warrants in transit or fraudulent encashment. Members holding shares in physical form and who have not opted for the above system may provide the required data to M/s. Link Intime Pvt. Ltd. in the requisite form.

SEBI, vide its communication dated 25th January, 2024 has mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from **April 01, 2024, upon their furnishing all the aforesaid details in entirety.**

Members holding shares in the demat form are requested to provide details to NSDL/CDSL through their respective depository participants. It may be noted that if the Members holding shares in demat form provide the details directly to the Company, the Company will not be able to act on the same and consequently dividends cannot be remitted through electronic credit.

24. Consolidation of Shares under one folio

The Company would urge Members holding shares of the Company under different folios to consolidate the shares under one folio. This would substantially reduce paperwork and transaction costs and benefit the Members and the Company. Members can do so by writing to the RTA with details on folio numbers, order of names, shares held under each folio and the folio under which all shareholdings should be consolidated. Share certificates need not be sent.

25. The Members who hold shares in physical mode and have not registered their e-mail address, may register their email ids with the Company / RTA (Link Intime India Private Limited) to enable the Company to send Notices of General Meeting / Postal Ballot, Annual Report and other Members communication by electronic mode.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with RTA (in case of Shares held in physical form).

26. RTA has launched a Self-Service Portal called as 'SWAYAM', designed exclusively for the investors serviced by it. 'SWAYAM' is a secure, user-friendly web-based application, that empowers shareholders to effortlessly access various services. The portal can be accessed at <https://swayam.linkintime.co.in>.

27. SEBI has recently launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. The financial awareness content, tools, and calculators available on the website can help people of all ages, backgrounds, and incomes to be in control of their financial decisions. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

28. Details of the Unpaid Dividend:

Pursuant to the provisions of Section 124(5) of the Act, dividend for the financial year ended 2016-17 and thereafter, which has not been paid or claimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) Authority established by the Central Government.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:-

Financial Year	Date of declaration of Final / Interim Dividend	Amount Outstanding as on 31 st March, 2024 (in ₹)	Due date for transfer to I.E.P.F.
2016-17	12/08/2017	19,95,297.00	11/09/2024
2017-18	03/08/2018	7,53,760.00	02/09/2025
2018-19	10/08/2019	6,71,951.00	09/09/2026
2019-20 (Interim)	14/03/2020	10,50,840.00	13/04/2027
2020-21	07/08/2021	4,41,907.00	06/09/2028
2021-22	05/08/2022	6,07,091.00	04/09/2029
2022-23	11/08/2023	4,62,706.50	10/09/2030

Members who have not so far encashed their dividend warrant(s) for the financial year 2016-17 or any subsequent financial year(s) are requested to make their claim to the office of the RTA, Link Intime India Private Limited. The Members are requested to note that no claims shall lie against the Company and against the said fund in respect of any amounts remained unclaimed for a period of 7 years from the dates that they first became due for payment.

NOTICE

The details of the unpaid / unclaimed amounts lying with the Company as on 11th August, 2023 (date of last AGM) are available on the website of the MCA.

The Member(s) whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the IEPF Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/>. All correspondences should be addressed to the RTA of the Company viz. Link Intime India Private Limited (UNIT: Wim Plast Limited), C - 101, Embassy 247, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083, Tel: 022- 49186270, e-mail: mt.helpdesk@linkintime.co.in.

29. Pursuant to provisions of Section 124(6) of the Act and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended by time to time, Company has transferred 1,621 Nos. of Equity Shares to IEPF Accounts pertaining to unpaid/unclaimed Dividend for the F.Y. 2015-16.
30. SEBI has issued a circular on July 31, 2023 (ref.no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131) and introduced a common Online Dispute Resolution (“ODR”) mechanism to facilitate online resolution of all kinds of disputes arising in the Indian securities market. Members shall initially raise their disputes directly with the Company/ RTA and through SCORES Platform. If the disputes are not resolved or any Member is not satisfied with the resolution provided, then disputes may be raised on SCORES Portal. Further, if Member is not satisfied with the resolution provided by any of the above platforms, the dispute may be raised on ODR Portal. The ODR platform can be accessed at <http://smartodr.in> and the same can also be accessed through Company’s website at <https://celloimplast.com/>. The Company had sent an e-mail intimation informing the same to the Members on 15th March, 2024, followed by physical letter sent on 27th March, 2024.

31. Voting through electronic means (Remote E-voting):

- i) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 36th AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by LI IPL.
- ii) The remote e-voting period commences on **Wednesday, August 7, 2024 (9:00 a.m. IST)** and ends on **Friday, August 9, 2024 (5:00 p.m. IST)**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 2nd August, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL e-voting platform for voting thereafter.
- iii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 2nd August, 2024, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.
- iv) The Members who had cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again.
- v) The facility for e-voting at the AGM will be available and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.
- vi) The Company has appointed Mr. Hemant Shetye, Designated Partner of M/s. HSPN & Associates LLP, Practicing Company Secretaries as Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- vii) The scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, 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 make, not later than two days of conclusion of the meeting, a consolidated scrutiniser’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- viii) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.celloimplast.com and on the website of LI IPL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”), where the shares of the Company are listed.
- ix) The Resolution shall be deemed to be passed on the date of AGM i.e. August 10, 2024 subject to receipt of sufficient votes.

NOTICE

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various E-voting Service Provider (ESP) portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

NOTICE

By directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - * *Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
 - * *Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTICE

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
3. Fill up your entity details and submit the form.
4. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
5. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
6. While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

1. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
2. Click on “Investor Mapping” tab under the Menu Section
3. Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
4. Click on Submit button and investor will be mapped now.
5. The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, once remote e-voting is activated:

VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTICE

Helpdesk for Individual Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

NOTICE

Process and manner for attending the Annual General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

- Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **Mobile No.:** Enter your mobile number.
 - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company mentioning their name, demat account no./folio no., email id, mobile no. at investor.grievances@celloworld.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 4

On recommendation of the Audit Committee, the Board has approved the appointment and remuneration of Pradip Mohanlal Damania, Cost & Management Accountant (FRN: 101607), as Cost Auditor of the Company at a remuneration of ₹ 70,000/- (Rupees Seventy Thousand Only) per annum plus out-of-pocket expenses for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2025.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Accordingly, approval of the Members is sought by passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2025.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the resolution set out at Item No. 4 of the Notice.

Item No. 5

At the 31st AGM of the Company held on August 10, 2019, the Members had approved the appointment and terms of remuneration of Mr. Pradeep G. Rathod as the Managing Director & CEO of the Company for a period of 5 (five) years from June 29, 2019. His term of office will expire on June 28, 2024. In view of commendable performance of Mr. Pradeep G. Rathod as the Chairman, Managing Director & CEO of the Company, the Board of Directors are of the opinion that it is in the interest of the Company to re-appoint him for a further period of 5 (five) years, with effect from June 29, 2024, subject to the approval of the Members.

A brief profile of Mr. Pradeep G. Rathod and other details is given in the table below on "Details of the Directors seeking appointment/re-appointment at the 36th AGM".

Mr. Pradeep G. Rathod attended all four Board meetings held during the year on May 29, 2023, August 07, 2023, November 10, 2023 and February 09, 2024.

The main terms and conditions of appointment of Mr. Pradeep G. Rathod (hereinafter referred to as "MD & CEO") are given below:

A. Tenure of Appointment:

The appointment of the MD & CEO is for a period of 5 (five) years with effect from June 29, 2024.

B. Remuneration:

a) Salary:

Salary of ₹140.00 lakhs (Rupees One Hundred and Forty Lakhs only) per annum (including contribution to Provident Fund). Apart from this remuneration, no other perquisites of any nature is to be payable.

However, he shall be entitled to reimbursement of expenses incurred for travelling, boarding and lodging including attendant(s) during business trips and provision of car(s) for use on Company's business shall be reimbursed at actuals and not considered as perquisites.

b) Other Terms:

The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit in accordance with the provisions of the said Act or any amendments made hereinafter in this regard.

Mr. Pradeep G. Rathod is one of the Promoters and First Directors of the Company. The Board has benefitted immensely from his relevant specialization and expertise. In the opinion of the Board, the appointment of Mr. Pradeep G. Rathod as the Managing Director & CEO of the Company shall be in the best interest of the Company. Accordingly, the Board recommends the Resolution set out at Item No. 5 for approval by the Members by way of Special resolution.

Further, as per the requirement of the Circular No. List/Comp/14/2018-19 dated 20th June, 2018 issued by BSE on the subject of enforcement of SEBI Orders regarding appointment of Directors by listed companies, we hereby affirm that he is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.

Mr. Pankaj G. Rathod, Joint Managing Director and Mr. Gaurav P. Rathod, Non-Executive Director of the Company, being relatives of Mr. Pradeep G. Rathod are interested or concerned in this resolution (to the extent of shares held by them in the Company, if any).

No other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the resolution set out at Item No. 5 of the Notice.

NOTICE

Item No. 6

At the 32nd AGM held on August 13, 2020, the Members of the Company had approved the appointment of Mr. Piyush S. Chhajed (DIN: 02907098), as an Independent Director of the Company, for a period of 5 (five) consecutive years w.e.f. March 14, 2020 and whose current period of office will expire on March 13, 2025 (i.e. prior to the AGM of 2025).

Pursuant to the provisions of Section 149(10) of the Act, an Independent Director shall be eligible for re-appointment on passing of a Special resolution by the Company.

The Company has received a notice in writing from a member of the Company under the provisions of Section 160(1) of the Act, as amended by the Companies (Amendment) Act, 2017, proposing his candidature for the office of Independent Director of the Company.

The Company has received a declaration from Mr. Piyush S. Chhajed that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. In the opinion of the Board of Directors of the Company, he fulfills the conditions specified in the Act, Rules framed there under and the Listing Regulations, as amended for re-appointment of Independent Director.

A brief profile of Mr. Piyush S. Chhajed is given in the table below on “Details of the Directors seeking appointment/re-appointment at the 36th AGM”.

He has attended all four Board meetings during the financial year 2023-24 as per details provided in Corporate Governance report which forms a part of the Annual Report.

Based on the performance evaluation of Mr. Piyush S. Chhajed, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 22nd May, 2024 have approved and recommended his re-appointment as an Independent Director, for a second term of 5 (five) years, subject to the approval of the Members, as provided in the resolution, and he shall not be liable to retire by rotation at the AGM as provided under Section 152(6) of the Act. A justification for his re-appointment including a summary of performance evaluation and other details as prescribed under Secretarial Standards on General Meetings would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, Sundays and public holidays between 11.00 a.m. to 5.00 p.m. up to the date of the AGM.

Further, as per the requirement of the Circular No. List/Comp/14/2018-19 dated 20th June, 2018 issued by BSE on the subject of enforcement of SEBI Orders regarding appointment of Directors by listed companies, we hereby affirm that he is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.

Copy of the draft letter for appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, Sundays and public holidays between 11.00 a.m. to 5.00 p.m. upto the date of the 36th AGM.

The Board of Directors consider that Mr. Piyush S. Chhajed has requisite expertise, versatility, extensive and enriched experience that will be of benefit to the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board recommends passing of the Resolution at Item No. 6 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Piyush, are in any way concerned or interested in the Resolution, as set out in Item No. 6 of the Notice.

By order of the Board
For Wim Plast Limited

Mumbai
May 22, 2024

Darsha Adodra
Company Secretary and Compliance Officer
(Mem. No: F12831)

NOTICE

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 36TH AGM

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations, and clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the ICSI)

Name of the Director	Mr. Gaurav P. Rathod	Mr. Pradeep G. Rathod	Mr. Piyush S. Chhajed
DIN	06800983	00027527	02907098
Item No.	3	5	6
Date of Birth and Age	February 28, 1988 (36 years)	January 23, 1965 (59 Years)	November 08, 1977 (46 Years)
No. of Shares held as on March 31, 2024	Nil	Nil	Nil
Date of first appointment on the Board	June 13, 2020	October 07, 1988	March 14, 2020
Date of Appointment in the current term	August 5, 2022	August 10, 2019	August 13, 2020
Qualifications/ Brief resume	Bachelor's degree in Science (Economics- Finance) from Bentley University, Massachusetts. Master's Degree in Business Administration from University of Strathclyde, Scotland.	Higher Secondary Certificate Examination conducted by the Maharashtra State Board of Secondary and Higher Secondary Education, Pune.	Bachelor in Commerce Chartered Accountant Diploma in Information Systems Audit (DISA).
Experience/ Expertise in specific functional areas	<p>Mr. Gaurav P. Rathod has nearly 10 years of experience in business administration, manufacturing and sales.</p> <p>He initiated the manufacturing of Opalware & Glassware products in the group. He spearheaded & commissioned India's largest & the most advanced plant to make Cello a leading player in Opalware segment in a short span.</p> <p>He is a people's man and continuously interacts with heads across levels.</p> <p>He has a deep understanding of consumer taste, which enables him to meet the need as per today's buyer's persona.</p> <p>He played a crucial role in developing the e-Commerce and Modern Trade business distribution channels in the group. He is building a next level leadership team & evolving company's operations/systems to create a stronger foundation for an exponential growth in years to come.</p>	<p>Mr. Pradeep G. Rathod is the Chairman and Managing Director of our Company and has been an active member of the Board since incorporation.</p> <p>He has rich and diversified experience of over 40 years in all aspects of the business - manufacturing, marketing, finance, exports, sales & business development and overall administration control.</p> <p>His astute understanding of the economic environment has helped in initiating & building numerous new business opportunities for the Company and the Group. His proactive, personalized approach to the business and competitive spirit has helped towards the growth of the Group.</p> <p>His journey has been marked by his ambitious and entrepreneurial vision, coupled with great vigour and hard work.</p> <p>He is one of the inspiring leaders in the consumer houseware industry with esteemed reputation.</p>	<p>CA Piyush S. Chhajed has been associated with the Company as an Independent Director for 5 years now and brings 24 years of extensive expertise being a Senior Partner at M/s Chhajed & Doshi, Chartered Accountants., a distinguished Chartered Accountancy firm located in Mumbai.</p> <p>He is a member of the Central Council of the Institute of Chartered Accountants of India (ICAI) since 2022 and is currently Chairman of Direct Tax Committee and Vice Chairman of Expert Advisory Committee and also represents ICAI at ASEAN Federation of Accountants (AFA).</p> <p>He has also served all the three pivotal Standing Committees of ICAI - Executive, Examination & Finance, showcasing his multifaceted understanding of the profession. Beyond his professional pursuits, he is also actively engaged in various trusts and organizations, where he serves as an Independent Director, Honorary Board Member, Honorary Vice President, and Trustee in different capacities.</p>

NOTICE

			Being the Chairman of Audit Committee, his in-depth knowledge and understanding will help in financial reporting, internal control, risk management, internal and external audit function of the Company.
Terms and conditions of appointment or re appointment	The details are provided in the resolution at item no. 3 of this Notice.	As detailed in Explanatory Statement above for Item No. 5 of this Notice.	As detailed in Explanatory Statement above for Item No. 6 of this Notice.
Fulfilment of Skills and Capabilities for Role (for Independent Directors)	Not Applicable	Not Applicable	Complied with the requirements
Details of remuneration drawn (F.Y. 2023-24)	#Not Applicable	Details are provided in Corporate Governance Report forming part of Annual Report for the F.Y. 2023-24.	
Details of proposed remuneration	#Not Applicable	Details are provided in Explanatory Statement forming part of Notice for the F.Y. 2023-24	Eligible for sitting fees as approved by the Board.
*Directorships held in other Public Companies as on March 31, 2024	1) Cello World Limited – Joint Managing Director 2) Cello Infrastructure Limited - Director	1) Cello World Limited – Managing Director 2) Cello Infrastructure Limited - Director	1) Cello World Limited - Independent Director 2) Multibase India Limited – Independent Director
Listed entities from which Director resigned in the past three years	None	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	Son of Mr. Pradeep G. Rathod, Nephew of Mr. Pankaj G. Rathod and Brother of Ms. Karishma H. Parekh	Brother of Mr. Pankaj G. Rathod, Father of Mr. Gaurav P. Rathod and Ms. Karishma H. Parekh	Nil
Number of Board meetings attended during the year	Details mentioned in the Corporate Governance Report.		
**Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2024	Nil	1) Member -Audit Committee 2) Member -Stakeholders' Relationship Committee	1) Chairman -Audit Committee
**Chairman/Member of the Committee of the Board of Directors of other Public Companies as on March 31, 2024	1) Cello World Limited: Member -Stakeholders' Relationship Committee	1) Cello World Limited: Member -Audit Committee	1) Cello World Limited: Chairman -Audit Committee

* Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded.

** Membership and Chairmanship of only Audit Committees and Stakeholders' Relationship Committees have been included in the aforesaid table.

Mr. Gaurav P. Rathod has abstained from receiving sitting fees from the Company and hence not applicable.