



G M POLYPLAST LIMITED

(FORMERLY KNOWN AS G M POLYPLAST PRIVATE LIMITED)

Registered Office: A-66, New Empire Industrial Estate, Kondivita Road,

Andheri East, Mumbai 400059

CIN: L25200MH2003PLC143299

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

Website: www.gmpolyplast.com

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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE (01/2022-2023) EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF G M POLYPLAST LIMITED (FORMERLY KNOWN AS G M POLYPLAST PRIVATE LIMITED) WILL BE HELD ON FRIDAY, DECEMBER 23, 2022 AT 10:30 A.M. AT HOTEL SAHARA STAR, NEHRU ROAD, OPP. DOMESTIC AIRPORT, VILE PARLE (EAST), MUMBAI - 400 099 TO TRANSACT THE FOLLOWING BUSINESS

SPECIAL BUSINESS:

1. **Issue of fully paid bonus shares to the existing shareholders of the company by way of capitalization of reserves / securities premium:**

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

“**RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 including rules notified thereunder, as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force), pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulation, 2015, other regulatory directives read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Articles of Association of the company and applicable regulatory authorities and, other applicable provisions and such permissions, sanctions and approvals as maybe required in this regard; the consent of the members of the company be and is hereby accorded to issue, upto 1,15,36,800 (One Crore Fifteen Lakhs Thirty Six Thousand Eight Hundred) equity shares of INR 10/- (Indian Rupees Ten Only) each as bonus shares of an aggregate nominal value upto INR 11,53,68,000/- (Indian Rupees Eleven Crores Fifty Three Lakhs Sixty Eight Thousand Only), as bonus shares to the shareholders out of the securities premium account and out of profit and loss account (capitalization of reserves) of the company for distribution among the holders of existing fully paid equity shares of INR 10/- (Indian Rupees Ten Only) each of the company.



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RESOLVED FURTHER THAT:

- (a) The bonus issue of shares will be made in the ratio of 6:1 i.e. holder of 1 (One) equity shares will be entitled to receive 6 (Six) equity shares, to the shareholders on such date (Record Date) as may be determined by the board of director(s).
- (b) The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company.
- (c) The Bonus shares will be credited to the respective demat account of the holders
- (d) No members shall be entitled to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- (e) All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things necessary, proper or desirable and to sign and execute all necessary documents, authority letters, applications and returns with Stock Exchange, SEBI, NSDL, CDSL, RTA or any other authority."

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

**Sd/
Dinesh Balbirsingh Sharma
Managing Director
DIN: 00415337**

Date: November 14, 2022

Place: Mumbai

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



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Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act"), in relation to the item no 1. of Special Business and forms part of this Notice as required under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
3. 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.
4. In the line with the Ministry of Corporate Affairs MCA Circular No. 17/2020 dated April 13, 2022 the notice calling the EOGM has been uploaded on the website of the Company at <https://gmpolyplast.com/>. The notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com
5. 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.
6. The register of contracts under which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the extra ordinary general meeting during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a



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member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided not less than 3 days of notice in writing is given to the company.

7. A notice is being sent to members whose name appears on the Register of Members / List of Beneficial Owners as on November 25, 2022.
8. Members may kindly take note for “Green initiative in the Corporate Governance in view of circular no. 17/2011 dated 21.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions that the members of have yet not registered/ updated their email ids may notify the same to the company either at the registered office or at email address info@gmpolyplast.com and compliance@gmpolyplast.com quoting full details of folio number/DP, Client ID and name of first/ sole holder.
9. Incase shares are jointly held this form should be completed and signed (as per the specimen signature registered with the company) by the first name member and his/her absence by the next named member.
10. Copy of all the relevant documents referred in this notice will be available for inspection by the Members at the Registered Office of the Company on any working day except Public holidays up to the date of and during the declaration of the results.
11. Pursuant to SEBI Circular the shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer/ transmission of name/ transposition of name.
12. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company affairs.
13. Members/Proxies should bring the attendance slip duly filled in and signed for attending the EOGM. Duplicate attendance slip will not be provided at the hall.
14. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.



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15. For members who have not registered their email address with the company, physical copy of the notice of the said EOGM shall be sent in the permitted mode.
16. 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 16th December, 2022
17. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e., 16th December, 2022 may send a request at compliance@gmpolyplast.com
18. Members may also note that the said notice is available at the website of the company i.e. <https://gmpolyplast.com/>
19. The Board of Directors have appointed CS Pranay Vaidya, from Dipesh Pranay & Co. LLP, Practicing Company Secretaries as the Scrutinizer to scrutinize the poll process for the resolutions set out in the Notice of the 01/2022-2023 of the Extra Ordinary General Meeting, in true and transparent manner.
20. The Chairman shall, at the EOGM, 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 EOGM
21. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 2 working days from the conclusion of the EOGM, 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.
22. The Results of EOGM voting will be declared along with the report of the Scrutinizer on or before 25th December, 2022 and shall be placed on the website of the Company www.gmpolyplast.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.



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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.1

Since its incorporation and listing, company has grown multifold and performed significantly well over the years. Currently the equity shares of the company are actively traded on the SME segment of BSE Limited. In order to reward its existing shareholders, encouraging the participation of small shareholders by increasing the liquidity of equity shares and to expand the retail shareholders base, the Board of Directors, at their meeting held on November 14, 2022, considered, approved and recommended a bonus issue of six equity shares for every one equity share (6:1) and to issue upto 1,15,36,800 (One Crore Fifteen Lakhs Thirty Six Thousand Eight Hundred) equity shares of INR 10/- (Indian Rupees Ten) each held as on Record Date as may be decided for this purpose. The bonus issue of equity shares will be subject to approval of shareholder and other approvals, consents, permissions, conditions and sanctions, as may be necessary. The bonus shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

The capitalization of the securities premium account and profit and loss account requires members' approval as per the Articles of Association of the Company. Accordingly, the Board recommends the resolutions set forth in item No.1 for the approval of the members.

No Director, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested in the resolutions at Item No.1 of the notice except to the extent of their shareholding and shares which may be allotted to them as part of this bonus issue.



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The Board recommends a Special Resolution set out at Item No.1 for approval of the Members

By Order of the Board of Directors

For G M Polyplast Limited

(Formerly known as G M Polyplast Private Limited)

Sd/

Dinesh Balbirsingh Sharma

Managing Director

DIN: 00415337

Date: November 14, 2022

Place: Mumbai

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Mumbai - 400059



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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 Extra Ordinary Meeting of G M Polyplast Limited (Formerly known as G M Polyplast Private Limited) scheduled to be held on Friday December 23, 2022 10:30 A.M. IST at Hotel Sahara Star, Nehru Road, Opp. Domestic Airport, Vile Parle (East), Mumbai - 400 099

* Applicable for investors holding shares in electronic form.

Signature of the Shareholder



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PROXY FORM

Extra Ordinary General Meeting on Friday December 23, 2022

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

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

(1) Name: _____ Address _____

Email Id: _____ Signature _____ or failing him;

(1) Name: _____ Address _____

Email Id: _____ Signature _____ or failing him;

(1) Name: _____ Address _____

Email Id: _____ Signature _____ or failing him;



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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of the Company to be held on Friday, December 23, 2022 at 10:30 A.M. IST at Hotel Sahara Star, Nehru Road, opp. Domestic airport, Vile Parle (East), Mumbai - 400 099 and at any adjournment thereof in respect of following resolutions:

Resolutions	For	Against
Special Business:		
1. Issue of fully paid bonus shares to the existing shareholders of the company by way of capitalization of reserves / securities premium		

Signed this _____ day of _____, 2022

Signature of the Member _____

Signature of the Proxy holder(s) _____

Affix
Revenue
Stamp
Rs. 1/-



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Form No. MGT – 12

POLLING PAPER

**[Pursuant to Section 109(5) of the Companies Act, 2013 and
Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]**

Sr. No	Particulars	Details
1	Name and Registered Address of the Sole / First named Shareholders	
2	Name(s) of the Joint Holder(s), (if any)	
3	Registered Folio Number / DP ID No.* *(Applicable to Investors holding shares in dematerialized Form)	
4	Number of Share(s) held	
	I / We hereby exercise my / our votes in respect of the Resolution set out in the Notice dated November 14, 2022 as set out below to be passed by the means of Ballot by giving my / our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate boxes below (tick in the both boxes will render the ballot invalid)	

Sr. No	Description	Type of Resolution	No. of Shares	(FOR) I / We assent to the Resolution	(AGAINST) I / We dissent to the Resolution
1	Issue of fully paid bonus shares to the existing shareholders of the company by way of capitalization of reserves / securities premium	Special			

Place:

Date:

(Signature of shareholder)