



NOTICE OF 37TH ANNUAL GENERAL MEETING

Notice is hereby given that the **37th ANNUAL GENERAL MEETING** of the Members of the company will be held on Monday, September 27, 2021 at 03.00 P.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the company for the year ended March 31, 2021 together with the report of the Board of Directors and Auditors thereon.

2. Re-appointment of Mr. Mahendra Kumar Saraf as a Director, liable to retire by rotation

To appoint Director in place of Mr. Mahendra Kumar Saraf (DIN:00054756), who retires by rotation at this AGM and being eligible, offers him-self for re-appointment.

SPECIAL BUSINESS

3. To appoint Mrs. Aneeta Saraf as Director of the Company

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

“RESOLVED THAT pursuant to the provisions of section 152 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification thereto or re-enactment thereof for the time being in force, Mrs. Aneeta Saraf (DIN: 09216934) who was appointed by the Board of Directors as an Additional Director (Non-Executive Director) of the Company with effect from June 28, 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of Directors and been eligible, offer herself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mrs. Aneeta Saraf candidature for the office of the Director, be and is hereby appointed as a Non-Executive Director of the Company who will be liable to retire by rotation.”

4. Re-appointment of Mr. Ashok Kumar Pabuwal as Managing Director of the company

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the company be and is hereby accorded to re-appoint Mr. Ashok Kumar Pabuwal (DIN: 00183513) as Managing Director of the Company to hold office for a further period of three consecutive years with effect from August 01, 2021 to July 31, 2024 on a remuneration as may be decided by the Board (which term shall include Nomination and Remuneration Committee).

5. Re-appointment of Mr. Ankur Pabuwal as Whole Time Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the company be and is hereby accorded to re-appoint Mr. Ankur Pabuwal (DIN: 02956493) as Whole-Time Director of the Company to hold office for a further period of three consecutive years with effect from September 01, 2021 to August 31, 2024 on a remuneration as may be decided by the Board (which term shall include Nomination and Remuneration Committee).

By Order of the Board of Directors
for Ganpati Plastfab Limited

Rakshanda Jain
Company Secretary and Compliance Officer
M. No.: A64268
Jaipur, August 12, 2021

Registered Office:

334, Shekhawat Mansingh Block, Nemi Sagar Colony,
Queens Road, Jaipur- 302016 Rajasthan
Tel.: 0141-2361984; Email: secretarygpl84@gmail.com; Website: www.gpl.co.in;
CIN: L25209RJ1984PLC003152



NOTES

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms and pursuant to the circular no. 14/2020 dated April 08, 2020, circular no.17/2020 dated April 13, 2020 issued by the ministry of corporate affairs (“MCA”) followed by circular no. 20/2020 dated May 05, 2020 and circular no. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as “MCA circulars”), the MCA has permitted the holding of the annual general meeting (“AGM”) through video conferencing (“VC”) / other audio visual means (“OAVM”), without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA circulars, the AGM of the company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the company.
2. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated January 13, 2021.
3. The explanatory statement pursuant to section 102(1) of the Act, which sets out details relating to special business to be transacted at this AGM, is annexed hereto.
4. In terms of the provisions of section 152 of the Act, Mr. Mahendra Kumar Saraf, Director retires by rotation at this AGM. The Nomination & Remuneration Committee (NRC) and the Board of Directors (the board) of the company have recommended his reappointment. Except the above, none of the directors/ key managerial personnel of the company/ their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding interest, if any, in the ordinary business set out at Item No. 2 of the notice.
5. Pursuant to regulations 26(4) and 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Directors seeking Appointments or Reappointment at this AGM are also annexed to this notice.
6. Pursuant to the provisions of the Act, a shareholder 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 shareholder of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
7. Since the AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
8. In case of joint holders, the shareholder 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 at the AGM.

9. Shareholders, seeking any information with regard to the accounts of the company or any matter to be placed at the AGM, are requested to write to the company secretary of the company at an early date so as to enable the management to keep the information ready at the AGM.
10. Non-resident Indian shareholders are requested to immediately inform their depository participant (in case shares are held in demat form) or the company's RTA (i.e. M/s. Niche Technologies Private Limited, Kolkata) (in case shares are held in physical form), as the case may be, about:
 - i. the change in the residential status on return to India for permanent settlement.
 - ii. the particulars of the NRE account with a bank in India, if not furnished earlier.
11. SEBI has mandated the submission of the permanent account number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Shareholders holding shares in physical form are required to submit their PAN details to the RTA of the company.
12. Shareholders, whose shareholding is in electronic mode, are requested to notify about change of address and updates about bank account details to their respective depository participants(s) (DP), directly. Shareholders, who hold shares in physical form, are requested to notify such changes to the company's RTA.
13. As per the provisions of section 72 of the Act, the facility for making nomination is available for the shareholders in respect of the shares held by them. Shareholders, who have not yet registered their nomination, are requested to register the same by submitting Form No.SH-13. Shareholders are requested to submit these details to their DP, in case the shares are held by them in electronic form, and to the company's RTA, in case the shares are held in physical form.
14. As per regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the company or company's RTA for assistance in this regard.
15. The company has designated a separate email ID of the grievance redressal division/ compliance officer i.e. 'secretarygpl84@gmail.com', exclusively for the purpose of registering complaints by investors.
16. The register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under section 189 of the Act, and the relevant documents referred to in the notice will be available electronically, for inspection by the shareholders during the AGM.
17. All documents referred to in the notice will also be available electronically for inspection without any fee by the shareholders from the date of circulation of this notice up to the date of AGM. Shareholders seeking to inspect such documents can send an email to 'secretarygpl84@gmail.com'.



- 18.** In compliance with the aforesaid MCA circulars and SEBI circulars, notice of the AGM along with the annual report 2020-21 is being sent only through electronic mode to those shareholders, whose email addresses are registered with the company/ depositories/ RTA. Shareholders may note that the notice and annual report 2020-21 will also be made available on the company's website www.gpl.co.in websites of the stock exchanges i.e. CSE Limited at www.cse-india.com, and on the website of CDSL www.evotingindia.com.
- 19.** To support the 'Green Initiative', shareholders, who have not yet registered their email addresses, are requested to register the same with their DPs (in case shares are held by them in electronic form) and with the company's RTA (in case shares are held by them in physical form).
- 20.** Institutional/ Corporate shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (in PDF/ JPG format) of its board or governing body resolution/ authorisation, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/ authorisation shall be sent through the registered email address of the shareholder to the scrutinizer at 'cssanddeep@armsandassociates.com' with a copy marked to 'helpdesk.evoting@cdslindia.com'.
- 21.** Instructions for e-voting and joining the AGM through VC/OAVM are as follows:
- (I) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting System on the date of the AGM will be provided by CDSL.
 - (II) The shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - (III) The attendance of the shareholders, attending the AGM through VC/ OAVM, will be counted for the purpose of ascertaining the quorum under section 103 of the Companies Act, 2013.
 - (IV) Pursuant to MCA circulars, the facility to appoint proxy to attend and cast vote for the shareholders is not available for this AGM. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the shareholders can attend the AGM through VC/ OAVM and cast their votes through e-voting.

- (V) In line with the MCA circulars, the notice calling the AGM has been uploaded on the website of the company at www.gpl.co.in. The notice can also be accessed from the websites of the stock exchanges i.e. CSE Limited at www.cse-india.com. The AGM notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- (VI) The company has appointed Mr. Sandeep Kumar Jain Designated Partner of M/s. ARMS & Associates LLP, Company Secretaries (Membership No. FCS 5398) as the scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
- (VII) The instructions for shareholders for remote e-voting are as under:
1. The voting period begins on **Friday, September 24, 2021 at 9:00 A.M. (IST) and ends on Sunday, September 26, 2021 at 5:00 P.M. (IST)**. 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 Monday, September 20, 2021** may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on the said cut-off date. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 2. Shareholders who have already voted prior to the AGM date would not be entitled to vote at the AGM venue.
 3. 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.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility, 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.



Pursuant to aforesaid SEBI circular, the login method for e-voting and joining virtual meetings 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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on login icon and select new system Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, 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/myeasi/Registration/EasiRegistration.4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN number from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders holding securities in demat mode with NSDL	<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.nsdl.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 and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting

	<p>period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
Individual shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. 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 or joining virtual meeting & voting during the meeting

Important note: Shareholders, 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
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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-voting and joining virtual meeting for shareholders (**other than individual shareholders holding in demat form & physical shareholders**) is given below:



- (1) The shareholders should log on to the e-voting website www.evotingindia.com.
- (2) Click on “Shareholders” module.
- (3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in physical form should enter folio number registered with the company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (6) If you are a first time user follow the steps given below:

For Shareholders holding shares in demat form (other than individual and physical form)	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (7) After entering these details appropriately, click on “SUBMIT” tab.
- (8) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach ‘password creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through

CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (13) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (17) Note for non-individual shareholders and custodians:
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the board resolution and power of attorney (POA), which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively non-individual shareholders are required to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the scrutinizer and to the company at the email address viz; cssandeep@armsandassociates.com and secretarygpl84@gmail.com, respectively, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for shareholders attending the AGM through VC/OAVM and e-voting during meeting are as under:

- (I) The procedure for attending AGM and e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
- (II) The link for VC/OAVM to attend AGM will be available where the EVSN of the company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- (III) Shareholders are encouraged to join the AGM through laptops / ipads for better experience.
- (IV) Shareholders, who have voted through remote e-voting, will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- (V) Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
- (VI) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (VII) Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast five (5) days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at secretarygpl84@gmail.com. The shareholders, who do not wish to speak during the AGM but have queries may send their queries in advance five (5) days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at secretarygpl84@gmail.com. These queries will be replied to by the company suitably by email.
- (VIII) Those shareholders, who have registered themselves as a speaker, will only be allowed to express their views or ask questions during the AGM. The company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (IX) Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
- (X) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the AGM through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the AGM is available only to the shareholders attending the AGM.

Process for those shareholders, whose email/ mobile number are not registered with the company/ depositories:

- (I) For physical shareholders: Please provide necessary details, like folio number, name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company/RTA email-id.
- (II) For demat shareholders: Please update your email-id and mobile number with your respective Depository Participant (DP).
- (III) For individual demat shareholders: Please update your email id and mobile number with your respective depository participant (DP), which is mandatory while e-voting and joining virtual meetings through depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other Information

- (I) The scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
- (II) The chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated scrutinizer's report, declare the results of the voting. The result declared, along with the scrutinizer's report, shall be placed on the company's website www.gpl.co.in and on the website of CDSL, immediately after the results are declared and communicated to the stock exchanges, where the equity shares of the company are listed.
- (III) Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the AGM, i.e. Monday, September 27, 2021.



EXPLANATORY STATEMENT

[Pursuant to section 102(1) of the Companies Act, 2013 (“Act”)]

ITEM NO. 3

As per the recommendation of Nomination & Remuneration Committee, the board in its meeting held on June 28, 2021 has appointed Mrs. Aneeta Saraf (DIN: 09216934) as an Additional Director of the company who holds office upto the date of this Annual General Meeting in terms of section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association. In the opinion of the Nomination & Remuneration Committee and Board, Mrs. Aneeta Saraf possess vast experience in the corporate governance will help the company ti further strengthen the internal control and corporate governance. Further, she possesses integrity and relevant proficiency, which will strengthen our board and fortify our corporate policies with a commitment to maximize value for our members. The board recommends her appointment to the shareholders.

The company has received a notice in writing under section 160(1) of the Act, proposing her candidature for the office of director of the company. In the opinion of the board, Mrs. Aneeta Saraf fulfils the criteria/ conditions specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) for appointment as a Non-Executive, Non-Independent Director of the company.

A brief profile and other information as required under regulation 36(3) of the Listing Regulations and secretarial standard on general meetings, issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.

The Board recommends the resolution as set out at agenda Item no.3 of the accompanying notice for the members’ consideration and approval.

None of the directors and key managerial personnel of the company including their relatives (except Mrs. Aneeta Saraf, to the extent of his appointment) are concerned or interested, financially or otherwise in the resolution mentioned at agenda Item no.3 of the accompanying notice of the 37th AGM.

ITEM NO. 4

In the opinion of the Nomination & Remuneration Committee and Board, Mr. Ashok Kumar Pabuwal brings a wealth of experience and financial acumen to the board. His vast experience in the industrial activities and a good exposure in production activities will help us further strengthen our production and industrial activities. The board recommends his appointment to the shareholders.

The company has received a notice in writing under section 160(1) of the Act, proposing his candidature for the office of director of the company. In the opinion of the board, Mr. Ashok Kumar Pabuwal fulfils the criteria/ conditions specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) for appointment as Managing Director of the company.

The Board of directors at their meeting held on August 12, 2021 has recommended appointing Mr. Ashok Kumar Pabuwal as Managing Director of the company w.e.f. August 01, 2021 on such terms and conditions as detailed below:

I. Tenure of Appointment:

The appointment as Managing Director for a period of 3 years with effect from August 01, 2021

II. Nature of Duties:

The Executive Director shall, devote his whole time and attention to the business and operations of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company, including performing duties as assigned by the Board from time to time by serving on the boards of such companies or any other executive body or any committee of such a company.

III. Salary inclusive of all allowances:

a. Basic Salary

Not exceeding to Rs. 7,00,000/- per month or as may be decided by the board of directors.

The Amount drawn per month shall be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC"), within the said maximum amount.

b. Perquisites in addition to salary

1. Medical Reimbursement for him and his family subject to a ceiling of one month salary in a year or three months salary over a period of three years.
2. House Rent Allowance: 20% of salary
3. Leave Travel Concession for self and his family once in a year subject to one month salary.
4. Club Fees subject to maximum of two clubs and does not include admission of life membership fee.
5. Personal Accident Insurance Premium: Coverage for Personal Medical/Accident Insurance/ Keyman Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the Company.

Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.

IV. Retirement Benefits

Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961.



Gratuity payable shall be in accordance with the rule of the company. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.

V. Other Benefits

Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.

The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company.

The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company.

VI. Minimum Remuneration

Where in any financial year during the currency of tenure of the Managing Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.

A brief profile and other information as required under regulation 36(3) of the Listing Regulations and secretarial standard on general meetings, issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.

The Board recommends the resolution as set out at agenda Item no.4 of the accompanying notice for the members' consideration and approval.

Except Mr. Ashok Kumar Pabuwal being appointee and Mr. Ankur Pabuwal, none of the directors and key managerial personnel of the company including their relatives are concerned or interested, financially or otherwise in the resolution mentioned at agenda Item No.4 of the accompanying notice of the 37th AGM.

ITEM NO. 5

In the opinion of the Nomination and Remuneration Committee & Board, Mr. Ankur Pabuwal brings a wealth of experience and financial acumen to the board. His vast experience in industrial Production, Marketing and Customer Research will help us reinforce and fortify our corporate policies with a commitment to maximize value for our members. The board recommends his appointment to the shareholders.

The company has received a notice in writing under section 160(1) of the Act, proposing his candidature for the office of director of the company. In the opinion of the board, Mr. Ankur Pabuwal fulfils the criteria/ conditions specified under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for appointment as Managing Director of the company.

The Board of directors at their meeting held on August 12, 2021 has recommended appointing Mr. Ankur Pabuwal as Whole Time Director of the company w.e.f. September 01, 2021 on such terms and conditions as detailed below:

I. Tenure of Appointment:

The appointment as Whole Time Director for a period of 3 years with effect from September 01, 2021

II. Nature of Duties:

The Executive Director shall, devote his whole time and attention to the business and operations of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company, including performing duties as assigned by the Board from time to time by serving on the boards of such companies or any other executive body or any committee of such a company.

III. Salary inclusive of all allowances

a. Basic Salary

Not exceeding to Rs. 7,00,000/- per month or as may be decided by the board of directors.

The Amount drawn per month shall be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC"), within the said maximum amount.

b. Perquisites in addition to salary

1. Medical Reimbursement for him and his family subject to a ceiling of one month salary in a year or three months salary over a period of three years.
2. House Rent Allowance: 20% of salary
3. Leave Travel Concession for self and his family once in a year subject to one month salary.
4. Club Fees subject to maximum of two clubs and does not include admission of life membership fee.
5. Personal Accident Insurance Premium: Coverage for Personal Medical/Accident Insurance/ Keyman Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the Company.

Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.

IV. Retirement Benefits:

Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961.



Gratuity payable shall be in accordance with the rule of the company.

Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.

V. Other Benefits

Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.

The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company.

The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company.

VI. Minimum Remuneration

Where in any financial year during the currency of tenure of the Whole Time director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.

A brief profile and other information as required under regulation 36(3) of the Listing Regulations and secretarial standard on general meetings, issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.

The Board recommends the resolution as set out at agenda Item no.5 of the accompanying notice for the members' consideration and approval.

Mr. Ankur Pabuwal being appointee and Mr. Ashok Kumar Pabuwal, none of the directors and key managerial personnel of the company including their relatives are concerned or interested, financially or otherwise in the resolution mentioned at agenda Item No.5 of the accompanying notice of the 37th AGM.

By Order of the Board of Directors
for Ganpati Plastfab Limited

Rakshanda Jain
Company Secretary and Compliance Officer
M. No.: A64268
Jaipur, August 12, 2021

Registered Office:

334, Shekhawat Mansingh Block, Nemi Sagar Colony,
Queens Road, Jaipur- 302016 Rajasthan

Tel.: 0141-2361984; Email: secretarygpl84@gmail.com; Website: www.gpl.co.in;

CIN: L25209RJ1984PLC003152

ANNEXURE TO THE NOTICE

Details/ brief profile of directors including directors retiring by rotation, seeking appointment/ re-appointment, etc., at the ensuing Annual General Meeting are as follows

Name	Mr. Mahendra Kumar Saraf	Mrs. Aneeta Saraf	Mr. Ashok Kumar Pabuwal	Mr. Ankur Pabuwal
<u>1. GENERAL INFORMATION</u>				
Nature of industry	The Company is engaged in the business of manufacturing of PP Woven Sacks (PWS) and FIBC Jumbo Bags.			
Date or expected date of commencement of commercial production.	The Company started manufacturing of PP Woven Sacks in 1984.			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
Financial performance based on given indicators.	During the financial year ended on March 31, 2021, the turnover of the Company is Rs. 10,516.11 Lacs and Profit Before Tax (PBT) is Rs. 110.26 Lacs.			
Foreign Investments or collaborators, if any.	No such investment or collaboration except minor Shareholding of Non Resident Indians.			
<u>2. INFORMATION ABOUT THE APPOINTEE</u>				
Designation	Director	Director	Managing Director	Whole-Time Director
DIN	00054756	09216934	00183513	02956493
Age & DOB	73 Years (15/08/1947)	61 years (12/04/1960)	66 Year (07/09/1954)	41 Years (26/11/1979)
Brief profile	He is a graduate in Textile Engineering and is having experience of about 52 years in textile, real estate and technology and transportation	She possess vast experience in management and corporate governance.	He is a Science graduate and is having experience of about 47 years in various production activities. He is	He is a post graduate in Technocart and is having good exposure in Industrial Production, Marketing and



	business.		founder director of the company and due to his devoted working the company is able to achieve this success today.	Customer Research.
Date of original Appointment	September 26, 2014	June 28, 2021	August 01, 2012	September 20, 2010
Nature of expertise in specific functional area	Good exposure in textile, real estate and technology and transportation business.	Management and Administration	Experienced Industrialist and a good exposure in Production Activities.	Experienced Industrialist and a good exposure in Industrial Production, Marketing and Customer Research.
Disclosure of relationship between other directors & KMP's	NIL	NIL	He is father of Mr. Ankur Pabuwal	He is son of Mr. Ashok Kumar Pabuwal
Number of meetings of the Board attended during the year	4 out of 4 meeting attended	Not Applicable	4 out of 4 meeting attended	4 out of 4 meeting attended
Directorship held in Other public company as on March 31, 2021	NIL	NIL	NIL	NIL
Chairmanship/ Membership of committees of other Public Companies as on March 31, 2021	NIL	NIL	NIL	NIL
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.			

person				
Past Remuneration	NIL	NIL	Not exceeding to Rs.7,00,000/- Per Month or as may be decided by the board of directors	Not exceeding to Rs.7,00,000/- Per Month or as may be decided by the board of directors
Proposed Remuneration	NIL	NIL	Not exceeding to Rs.7,00,000/- Per Month or as may be decided by the board of directors	Not exceeding to Rs.7,00,000/- Per Month or as may be decided by the board of directors
Shareholding in the company as on March 31, 2021	95,100 number of Equity Shares of Rs. 10/- each	96,300 number of Equity Shares of Rs. 10/- each	2,45,600 number of Equity Shares of Rs. 10/- each	2,17,373 number of Equity Shares of Rs. 10/- each
Name of other Directors Interested in the Resolution	NIL	NIL	Ankur Pabuwal	Ashok Kumar Pabuwal
<u>3. Other information</u>				
Reasons of inadequate profit	Due to increased production and administrative cost and frequent changes in the Government policies and tough Market Competitions.			
Steps taken or proposed to be taken for improvement	Company is taking steps to improve the sales and profit margin.			
Expected increase in the productivity and profits in measurable terms	The Board is trying to minimize its administrative cost and trying to utilize the production capacity with more efficiency cost and expecting to increase the turnover and profits approximately by 10 to 15%.			
<u>4. Disclosures</u>				
Information on the remuneration package of the managerial personnel	The shareholders are notified of the remuneration package of managerial personnel through abstracts of terms circulated to them as well as explanatory statement annexed to the notice of meeting in which proposal of their appointment is placed before the shareholders.			
Disclosure on remuneration package and other terms of Directors under 'Corporate Governance' Report	Not Applicable.			