



## **GANESH BENZOPLAST LIMITED**

**CIN:** L24200MH1986PLC039836

**Registered Office:** Dina Building, First Floor, 53, Maharshi Karve Road, Marine Lines (East), Mumbai - 400 002

**Telefax:** 022 – 2200 1928

**E-mail:** [investors@gblinfra.com](mailto:investors@gblinfra.com); Website: [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com)

### **POSTAL BALLOT NOTICE**

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (“THE RULES”) AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (SEBI LODR REGULATIONS)**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (“MCA Circulars”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modification or re-enactment thereof for the time being in force), seeking approval of the shareholders of **Ganesh Benzoplast Limited** ('Company') by way of ordinary resolution or special resolution, as the case may be, for the businesses appended below through postal ballot by way of voting through electronic means i.e. through remote e-voting system (“**remote e-voting**”) only.

The Explanatory Statement pursuant to Section 102 of the Act setting out all material facts and the reasons pertaining to proposed resolutions is also annexed hereto for your consideration.

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice (“Notice”) along with explanatory statement and remote e-voting instructions only through electronic mode to all those members, whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and whose names appear in the Register of Members of the Company as on **Friday, June 09, 2023 (“Cut-off date”)**.

**IN COMPLIANCE WITH THE REQUIREMENTS OF THE ABOVE MCA CIRCULARS, HARD COPY OF POSTAL BALLOT NOTICE ALONG WITH POSTAL BALLOT FORMS AND PRE-PAID BUSINESS ENVELOPE IS NOT BEING DISPATCHED TO THE SHAREHOLDERS FOR THIS POSTAL BALLOT AND SHAREHOLDERS ARE REQUIRED TO COMMUNICATE THEIR ASSENT OR DISSENT THROUGH THE REMOTE E-VOTING SYSTEM ONLY.**

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged Central Depository Services (India) Limited ('CDSL') to provide remote e-voting facility to its Members. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) from **10.00 a.m. on Tuesday, 20th June, 2023 and up to 5.00 p.m. on Wednesday, 19th July, 2023. E-voting module will be blocked by CDSL at 5.00 p.m. on Wednesday, 19th July, 2023** and voting shall not be allowed beyond the said date and time. You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

Please refer the instructions for remote e-voting forming part of the Notes to this Notice to understand the process and manner in which remote e-voting is to be carried out.

Pursuant to Rule 22(5) of the Rules, the Board has appointed **CS Vijay Kumar Mishra (Membership No. FCS 5023), Partner of VKM & Associates, Practicing Company Secretary**, as the Scrutinizer for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of e-voting data. The result of the Postal Ballot / E-voting shall be declared within 48 hours of end of e-voting and upon receipts of report of the Scrutinizer communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed. A copy of the results will also be forwarded to CDSL for displaying the same on its website, [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed on the Company's website at [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com).

The last date of the E-voting .i.e. **19th July, 2023** shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.

#### **SPECIAL BUSINESS:**

##### **1. Appointment of Mr Girdhari Lal Kundalwal (DIN 10124589) as an Independent Director**

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

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, Mr Girdhari Lal Kundalwal (DIN 10124589) who was appointed as an Additional Director (Non-Executive & Independent) in terms of Section 161 of the Act and the Articles of Association of the Company with effect from 21st April, 2023 by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 21st April, 2023 to 20th April, 2028.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company".

## 2. **Appointment of Mr Shyam Tarachand Nihate (DIN 10099782) as an Executive Director-Terminal Operations**

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

**“RESOLVED THAT** pursuant to Sections 152, 160 and 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Shyam Tarachand Nihate (DIN 10099782), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from 21st April, 2023.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Act and the rules made thereunder read with Schedule V to the Act and Regulation 17 and the other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable provisions of the Articles of Association of the Company and recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded to appoint Mr. Shyam Tarachand Nihate (DIN 10099782), as Executive Director-Terminal Operations of the Company, liable to retire by rotation, for a term of 5 (five) consecutive years i.e. from 21st April, 2023 upto 20th April 2028, on the terms and conditions including the payment of remuneration, as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Shyam Tarachand Nihate.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Shyam Tarachand Nihate, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company”.

**By Order of the Board of Directors**

**Ekta Dhanda**  
Company Secretary  
(ACS: 18796)

19th June, 2023

**Regd. Office:**

Dina Building, First Floor,  
53 Maharshi Karve Road,  
Marine Lines (East), Mumbai - 400 002  
CIN: L24200MH1986PLC039836

Website : [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com)

Email : [investors@gblinfra.com](mailto:investors@gblinfra.com)

## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of the aforesaid resolution is annexed hereto.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) /Central Depository Services (India) Limited (“CDSL”) as on **Friday, 9th June, 2023** and who already have their e-mail IDs registered with the Company/Depositories, A person who is not a Member as on **Friday, 9th June, 2023 (Cut-off Date)** should treat this Postal Ballot Notice for information purposes only.
3. A copy of this Postal Ballot Notice also be available on the Company’s website [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and is also available on the website of CDSL (agency for providing the remote e-voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. 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 authorised agency. Instructions for remote e-voting are provided herein below at point no. 13(a). Members whose email ids are not registered with the Company/RTA/Depositories, for obtaining Postal Ballot Notice and login credentials for remote e-voting for the resolutions are requested to refer the instructions provided at point no. 13(b).
5. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
6. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on Friday 9th June, 2023, subject to the provisions of the Companies Act, 2013, as amended.
7. All documents referred to in this Postal Ballot Notice shall be available for inspection without any fees by the Members. Members seeking to inspect the same can send an email to [investors@gblinfra.com](mailto:investors@gblinfra.com).
8. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company/RTA are requested to register/update their email addresses by writing to Company’s Registrar and Share Transfer Agent, i.e. **Bigshare Services Private Ltd., (“Bigshare”)** along with the copy of the signed request letter providing the e-mail ID, mobile number, self-attested PAN copy, self-attested Aadhar copy, Form ISR-1 and other relevant forms and documents at below address: **Bigshare Services Private Ltd., (“Bigshare”) Office No. S6-2, 6th, Pinnacle Business Park, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400 093 Tel: 022 6263 8200 Fax : 022 6263 8299**, E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com)

The format of Form ISR-1 is available on the website of Bigshare Services Pvt. Ltd. at [www.bigshareonline.com](http://www.bigshareonline.com) and on the website of the company at <https://www.ganeshbenzoplast.com/Investors/ShareholderInformation>. Further, the Company had dispatched Form ISR – 1 and all other KYC updation Forms to all the physical holders in the month of January 2022 and recently the same was again dispatched in the month of May 2023. The shareholders holding shares in physical mode are requested to furnish their PAN, KYC and Nomination details for submission/updating with the Registrar and Transfer Agent of the Company (‘RTA’) viz Bigshare Services Private Ltd.

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
12. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
  - a. Form ISR – 3: For opting out of nomination by shareholder(s)
  - b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)
13. Voting through Electronic Means (**Remote E-voting**):

**(A) THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period commences on **10.00 a.m. on Tuesday, 20th June, 2023 and up to 5.00 p.m. on Wednesday, 19th July, 2023. E-voting module will be blocked by CDSL at 5.00 p.m. on Wednesday, 19th July, 2023.** The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the **cut-off date, being Friday 9th June, 2023**, may cast their votes by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	Helpdesk details
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

(ii) After entering these details appropriately, click on “SUBMIT” tab.

- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Ganesh Benzoplast Limited> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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; [investors@gblinfra.com](mailto:investors@gblinfra.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**(B) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- For Physical shareholders** - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@gblinfra.com](mailto:investors@gblinfra.com) or to Bigshare Services Private Limited at [info@bigshareonline.com](mailto:info@bigshareonline.com).
- For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013 FORMING PART OF THE NOTICE**

### **ITEM No. 1**

Pursuant to the provisions of Section 161 of the Act and Article 105 of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee (NRC), the Board of Directors has appointed. Mr Girdhari Lal Kundalwal (DIN 10124589) as an Additional Director (Independent Director) of the Company with effect from 21st April, 2023 for a term of five consecutive years commencing from 21st April, 2023 up to 20th April, 2028 and is eligible to be appointed as a Director of the Company, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per regulation 17(1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr Girdhari Lal Kundalwal as an Independent Director of the Company for a term of five consecutive years commencing from 21st April, 2023 up to 20th April, 2028, not liable to retire by rotation by way of Postal Ballot.

Mr. G L Kundalwal is MBA, CAIIB and LLB by qualification. He is retired Deputy General Manager from Union Bank of India. He is a versatile Banker with over 38 years of experience managing Business and Human resource development across numerous verticals in metropolises, State Capitals. He has a very rich experience in Corporate Finance, Project finance, Business Communication Law and Practices, risk Management and Credit Management.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Kundalwal for the office of Director of the Company.

Mr. Kundalwal has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

Mr. Kundalwal has also submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act and provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Further, Mr. Kundalwal has 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 of the Company.

Mr. Kundalwal is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

The Board had opined that Mr. Kundalwal's skills, background and experience are aligned to the role and capabilities identified by the Nomination & Remuneration Committee and that Mr. Kundalwal is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Kundalwal is justified due to his rich experience in Corporate Finance, Project finance, Business Communication Law and Practices, risk Management and Credit Management and his educational background. Mr. Kundalwal is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and is independent of the Management.

Requisite information/disclosure including brief profile/experience etc. about the appointee as required under Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India are available in the Annexure-A to the Notice.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company and are available for inspection.

Except, Mr. Kundalwal, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 1 as set out in this Notice.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval by the members of the Company as a Special Resolution.

## **ITEM No. 2**

Pursuant to the provisions of Section 161 of the Act and Article 105 of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee (NRC), the Board of Directors has appointed Mr Shyam Tarachand Nihate (DIN 10099782) as an Additional Director (Executive Director -Terminal Operations) of the Company with effect from 21st April, 2023 for a term of five consecutive years commencing from 21st April, 2023 up to 20th April, 2028 and is eligible to be appointed as a Director of the Company, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr Shyam Tarachand Nihate as an Executive Director-Terminal operations of the Company for a term of five consecutive years commencing from 21st April, 2023 up to 20th April, 2028, liable to retire by rotation by way of Postal Ballot.

Mr. Shyam Nihate is B.E. (Electronics & Power Engineering) from NIT Nagpur and Executive Post Graduate Programme in Management from IIM Indore.

A dynamic professional with 23 years of comprehensive experience in the field of Operations, Sales & Marketing, Logistics and Supply Chain Management, PPP Project Management, Business Development of Greenfield projects, Statutory and Regulatory Compliances, Channel Management, Vendor Development and Customer Management.

Before Joining GBL as GM-Operations and Admin in 2019, he Worked 17 years with an Oil PSU HPCL at various locations in India. Also handled Operations and Marketing for Pvt sector Liquid Storage Companies. Experience in Liquid Logistics project execution at Kandla and established new business set-up for Multimodal Logistics Hub (PPP Project with MP State Govt) at Central India (MP) and Completed the Rail Connectivity part of the project in liaison with Railways, Consultants and Railway Approved Contractors.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Nihate for the office of Director of the Company.

Mr. Nihate has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1. Mr. Nihate is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

The details of the remuneration of Mr. Nihate and the other terms & conditions of his appointment are given below:

**(i) Term of Appointment:**

With effect from 21st April, 2023 up to 20th April, 2028

**(ii) Remuneration:**

Salary: ₹ 45,70,800 per annum with a power to the Board or any Committee thereof to give an annual increase up to 20% of the last drawn salary and to alter or modify other terms and conditions of appointment including the salary payable subject to the limit specified herein above.

**(iii) Other Terms and Conditions:**

- a. As long as, Mr. Shyam Nihate, functions as Executive Director-Terminal Operations of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- b. Mr. Shyam Nihate shall be liable to retire by rotation whilst he continues to hold office of Executive Director-Terminal Operations ; however, his retirement will not break his length of service.
- c. Mr. Shyam Nihate shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- d. The Office shall be liable to termination with 3 months' notice from either side.
- e. The terms and conditions of the said re-appointment and/or agreement may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed under Section 197 of then Companies Act, 2013 and in Schedule V to the Companies Act, 2013 or any subsequent amendments or modifications made thereto.

**(iv) Overall Remuneration:**

The aggregate of salary in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may, for the time being, be in force.

**(v) Minimum Remuneration:**

Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any financial year during the term of office of Mr. Shyam Nihate as Executive Director-Terminal Operations , the Company will, subject to applicable laws, pay him the remuneration, as detailed above with such increments/ revision as may be approved from time to as the Minimum Remuneration in accordance with Schedule V and other applicable provision of the Act.

Requisite information/disclosure including brief profile/experience etc. about the appointee as required under Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India are available in the Annexure-A to the Notice.

Except, Mr. Nihate, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 2 as set out in this Notice.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval by the members of the Company as an Ordinary Resolution.

**By Order of the Board of Directors**

**Ekta Dhandra**  
Company Secretary  
(ACS: 18796)

19th June, 2023

**Regd. Office:**

Dina Building, First Floor,  
53 Maharshi Karve Road,  
Marine Lines (East), Mumbai - 400 002  
CIN: L24200MH1986PLC039836

Website : [www.ganeshbenzoplast.com](http://www.ganeshbenzoplast.com)

Email : [investors@gblinfra.com](mailto:investors@gblinfra.com)

## Annexure A to Notice

Details of Directors seeking appointment/reappointment as required pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2):

Name of the Director	<b>Mr Girdhari Lal Kundalwal</b>	<b>Mr Shyam Tarachand Nihate</b>
Category	Non-Executive Independent Director	Executive Director
Directors Identification Number (DIN)	10124589	10099782
Date of Birth	05.10.1961	24.02.1972
Age	62 years	51 years
Date of first Appointment	21.04.2023	21.04.2023
Qualification	MBA, CAIIB and LLB	B.E. (Electronics & Power Engineering) from NIT Nagpur and Executive Post Graduate Programme in Management from IIM Indore
Expertise in specific Functional areas	Mr Kundalwal has expertise in Corporate Finance, Project finance, Business Communication Law and Practices, risk Management and Credit Management.	Mr Nihate has experience in the field of Operations, Sales & Marketing, Logistics and Supply Chain Management, PPP Project Management, Business Development of Greenfield projects, Statutory and Regulatory Compliances, Channel Management, Vendor Development and Customer Management.
Experience	As mentioned in item no. 1 of the explanatory statement of this Notice	As mentioned in item no. 2 of the explanatory statement of this Notice
Terms & Conditions of appointment/reappointment	Appointment as an Independent Director for a period of 5 (five) years commencing from 21st April, 2023 to 20th April, 2028.  The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment.	Appointment as an Executive Director-Terminal Operations for a period of 5 (five) years commencing from 21st April, 2023 to 20th April, 2028.  The terms & conditions of his appointment including remuneration are set out in this Notice.
Remuneration last drawn	Nil	₹ 39.73 million per annum
List of Directorship held in other Companies	Nil	Nil
Membership/ Chairmanships of Committees of the Board of Other Public Companies	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Number of Shares held in the Company	Nil	Nil
No. of Board meetings attended during the year 2023-24 (till June 19, 2023)	2(Two)	2(Two)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None