

VIJAY KUMAR MISHRA

B. Com (Hons.), A C A . F C S

PARESH D PANDYA

B. Com., A.C.S.

VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street, Behind

Parsi Dairy, Marine Lines (E), Mumbai - 2. Tel.: 2207 7267

Fax : 2207 7542 Mob.: 93229 77388

E-mail: vkmassociales@yahoo.com

To,

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 60,00,000 Convertible Warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, VKM & Associates, practicing company secretaries, have verified the relevant records and documents of Ganesh Benzoplast Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from February 01, 2022 till February 01, 2022. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Anita Chetan Vora	12033000 00022054	30,000	01-02-2022	31-08-2022
Anil Vishanji Dedhia	12033000 00087262	29,86,000	01-02-2022	31-08-2022
Sandhya Anil Dedhia	12033000 00120968	25,000	01-02-2022	31-08-2022

(*) client id/ folio no in case allottee hold the securities in physical form



- c) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with section 62(1)(c) of Companies Act, 2013 read with Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 since the AOA of the Company does not contain any clause with regard to valuation of warrants convertible into equity shares.”

**For VKM & ASSOCIATES
Company Secretaries**



Vijay Kumar Mishra

**(Vijay Kumar Mishra)
Partner
C.P.No.4279**

UDIN : F005023C002360013

Place : Mumbai

Date : 01/02/2022

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To,
M/s Ganesh Benzoplast Limited
Dina Building, First Floor,
53, M K Road, Marine Lines,
Mumbai-400002

Sub: Certificate of VKM & Associates, Practicing Company Secretary to M/s Ganesh Benzoplast Limited pursuant to regulation 163(2) contained in Chapter V (Preferential Issue) of the Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018, for the proposed preferential issue of Warrants convertible into Equity Shares of the Company.

In terms of Chapter V (Preferential Issue) of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the "ICDR Regulations"), the Ganesh Benzoplast Limited (the "Company") has issued EGM notice dated February 01, 2022 (hereinafter referred to as the "Notice") to the members of the Company seeking the consent of the members to approve the proposed preferential issue up to 60,00,000 warrants convertible into equity shares ('Convertible Warrants') of face value Re. 1/- each of the Company at a price of Rs 103/- (Including a Premium of Rs. 102/-) as determined under ICDR Regulations on preferential basis to allottees mentioned in Annexure 1. Each warrant being eligible to be converted into 1(one) equity shares respectively face value Re. 1/- each.

The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

For VKM & ASSOCIATES
Company Secretaries



Vijay Kumar Mishra

(Vijay Kumar Mishra)
Partner
C.P.No.4279

UDIN : F005023C002388041

Place : Mumbai

Date : 02/02/2022

Annexure-1

Sr. No	Identity of proposed allottees	Category (Promoter / Non-Promoter)	Natural person who are beneficial owner	Pre-issue share holding (As on 01.02.2022)	Maximum No. of equity shares to be allotted on conversion of warrants	Post-issue shareholding on conversion of warrants into equity shares
1	Hitendra Prabhudas Somaiya	Non-Promoter	Individual	Nil	75,000	75,000
2	Harshil Vinod Shah	Non-Promoter	Individual	Nil	2,50,000	2,50,000
3	Indresh Bhupendra Shah	Non-Promoter	Individual	Nil	10,00,000	10,00,000
4	Manthan Vipul Parekh	Non-Promoter	Individual	Nil	25,000	25,000
5	Tejas Nilesh Parekh	Non-Promoter	Individual	Nil	25,000	25,000
6	Siddharth Chirag Parekh	Non-Promoter	Individual	Nil	25,000	25,000
7	Abdulrasul Akbarali Hamid	Non-Promoter	Individual	Nil	1,00,000	1,00,000
8	Payal Ankit Shah	Non-Promoter	Individual	Nil	50,000	50,000
9	Kamal H Shah	Non-Promoter	Individual	Nil	2,93,750	2,93,750
10	Piyush Nanji Rambhia	Non-Promoter	Individual	Nil	1,47,250	1,47,250
11	Manish Nanji Rambhia	Non-Promoter	Individual	Nil	73,250	73,250
12	Rajen Nanji Rambhia	Non-Promoter	Individual	Nil	73,250	73,250
13	Jatin Rasiklal Mansata	Non-Promoter	Individual	Nil	5,87,500	5,87,500
14	Falguni Hitesh Shahanand	Non-Promoter	Individual	Nil	75,000	75,000
15	Kishor Manji Patel	Non-Promoter	Individual	Nil	75,000	75,000
16	Sonal Piyush Bajoria	Non-Promoter	Individual	Nil	1,25,000	1,25,000
17	Jaiswal Nidhi Vinod	Non-Promoter	Individual	Nil	1,25,000	1,25,000
18	Rohnil Shantilal Nandu	Non-Promoter	Individual	Nil	50,000	50,000
19	Khyati Mashru	Non-Promoter	Individual	Nil	1,00,000	1,00,000
20	Gislen Software Private Limited	Non-Promoter	Company, Individual Shareholding: Shareholder Name & % holding Mikael Gislen & Maria Gislen 95.45%	Nil	1,00,000	1,00,000

			Vanitha Venugopal 4.55%			
21	Hemal Narendra Shah	Non- Promoter	Individual	Nil	1,00,000	1,00,000
22	Purvi Sohil Viradia	Non- Promoter	Individual	Nil	1,00,000	1,00,000
23	Ashish VIJ	Non- Promoter	Individual	Nil	50,000	50,000
24	Parmod Kumar Vij	Non- Promoter	Individual	Nil	50,000	50,000
25	Kalpesh Vinod Mashru	Non- Promoter	Individual	Nil	50,000	50,000
26	Anup Navalchand Gangar	Non- Promoter	Individual	Nil	1,00,000	1,00,000
27	Suresh Kumar	Non- Promoter	Individual	Nil	1,25,000	1,25,000
28	Ashfan Shaikh	Non- Promoter	Individual	Nil	50,000	50,000
29	Kiran Nagji Nisar	Non- Promoter	Individual	Nil	2,50,000	2,50,000
30	Leena Kiran Nisar	Non- Promoter	Individual	Nil	2,50,000	2,50,000
31	Jasmine Paresh Gala	Non- Promoter	Individual	Nil	2,50,000	2,50,000
32	Anita Chetan Vora	Non- Promoter	Individual	30,000	2,50,000	2,80,000
33	Anil Vishanji Dedhia	Non- Promoter	Individual	29,86,000	5,00,000	34,86,000
34	Sandhya Anil Dedhia	Non- Promoter	Individual	25,000	5,00,000	5,25,000
	Total			30,41,000	60,00,000	90,41,000

For VKM & ASSOCIATES
Company Secretaries



Vijay Kumar Mishra
(Vijay Kumar Mishra)
Partner
C.P.No.4279

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