



GANPATI PLASTFAB LIMITED

CIN: L25209RJ1984PLC003152

Regd. Office: 334, Shekhawat Mansingh Block, Nemi Sagar Colony, Queens Road,
Jaipur-302016, Rajasthan, India

Contact No.: 0141-2361984

Email ID: mail@gpl.co.in

Website: www.gpl.co.in

NOTICE

Notice is hereby given that the **THIRTY-FOURTH ANNUAL GENERAL MEETING** of the Members of the company will be held on Saturday, 15th day of September, 2018 at 3.00 P.M. at its factory premises situated at C-58 (B), Road No. 2-D, RIICO Industrial Area, Bindayaka, Jaipur to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the company for the year ended 31.03.2018 together with the report of the Board of Directors and Auditors.
2. To appoint a Director in place of Shri Pradeep Saraf (DIN 00183606), who retires by rotation and being eligible, offers him-self for re-appointment.

SPECIAL BUSINESS:

3. To consider the re-appointment of Mr. Ashok Kumar Pabuwal (DIN 00183513), Managing Director of the company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:
“**RESOLVED THAT** pursuant to Sections 196, 197 and 203 read with and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and on the recommendation of the Nomination and remuneration Committee and Consent of the company be and is hereby accorded to re-appoint Mr. Ashok Kumar Pabuwal as Managing Director of the Company for the term of three consecutive years with effect from 1st August 2018 to 31st July 2021 on a remuneration not exceeding Rs. 84 Lacs per annum and the detailed terms and conditions mentioned in the Statement annexed to the Notice convening this Meeting.”

Place: Jaipur

Date: 20.06.2018

By the order of the Board

(Ashok Kumar Pabuwal)
Managing Director
DIN: 00183513



GANPATI PLASTFAB LIMITED

NOTES:-

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the registered office of the Company duly completed and signed, not less than forty-eight hours before the commencement of the Meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of the Directors seeking appointment or re-appointment, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, is annexed hereto and forms part of the Notice.
4. Members are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are therefore requested to submit their PAN to the Company / Registrar.
6. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
7. Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the meeting.
8. Members are requested to bring their copies of Annual Report to the meeting.
9. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
10. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote.
11. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
12. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on 11/09/2018 at 10:00 A.M. and ends on 14/09/2018 at 5:00 P.M. 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 08/09/2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form 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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| 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 (iv). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.



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- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



GANPATI PLASTFAB LIMITED

Details of Directors Seeking Re-appointment at the Annual General Meeting

| Particulars | Shri Pradeep Saraf | Shri Ashok Kumar Pabuwal |
|--|--|---|
| Date of Birth | 11/04/1955 | 07/09/1954 |
| Date of Appointment | 03/12/1994 | 01/08/2013 |
| Qualifications | B.Sc. | B.Sc. |
| Expertise in specific functional areas | Having a good exposure and experience in Finance Sector. | Experienced Industrialist and a good exposure in Production Activities. |
| Directorships held in other Public/ Private Companies (excluding foreign companies and Section 8 companies) | Nil | Nil |
| Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee. | Nil | Nil |
| Number of shares held in the Company | 242788 | 245600 |



GANPATI PLASTFAB LIMITED

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3

The Board of directors at their meeting held on 20th day of June, 2018 on the recommendation of the remuneration and nomination committee has approved re-appointment of Mr. Ashok Kumar Pabuwal as Managing Director, for a period of three years on such terms and conditions as detailed below:

| | |
|------------------------------------|---|
| Name | Ashok Kumar Pabuwal |
| Designation | Managing Director |
| Salary inclusive of all allowances | Amount drawn per month shall be fixed from time to time by the Nomination & Remuneration Committee subject to the maximum ceiling of Rs.84 Lacs per annum |
| 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. Leave Travel Concession for self and his family once in a year subject to one month salary 3. Club Fees subject to maximum of two clubs and does not include admission of life membership fee. 4. Personal Accident Insurance Premium, which shall not exceed Rs.50000/- per annum |
| Retirement Benefits | Perquisites not included in the computation of the ceiling on perquisites: (a) contribution to provident fund as per the rules of such fund (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and (c) Encashment of leave at the end of the tenure. |
| Other benefits | Provision of car with Driver for use in Company's business will not be considered as perquisites. Use of car for private purpose shall be billed by the company. |



GANPATI PLASTFAB LIMITED

| | |
|----------------------|---|
| | |
| 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. |

Statement of Particulars pursuant to Schedule-V of The Companies Act, 2013

General Information

| | |
|--|---|
| 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 31st March, 2018 the turnover of the Company was Rs.87.57 Crores and Profit Before Tax (PBT) was Rs.0.18 Crores. The management has worked efficiently in the best interest of the Company and the Company is expanding its activities despite sluggish market conditions. |
| Foreign Investments or collaborators, if any. | No such investment or collaboration. |



GANPATI PLASTFAB LIMITED

1. Information about the appointee

| | |
|---|--|
| Name | Mr. Ashok Kumar Pabuwal |
| Background Details | He is a Science graduate and is having experience of about 44 years in various production activities. He is founder director of the company and due to his devoted working the company is able to achieve this success today. |
| Past Remunerations | Rs.80,000 per month in the scale of 80,000-5,000-1,05,000 |
| Recognition or awards | Socially a well recognized industrialist |
| Job profile and his suitability | Managing Director looking after day to day Management |
| Remuneration proposed | Amount drawn per month shall be fixed from time to time by the Nomination & Remuneration Committee subject to the maximum ceiling of Rs.84 Lacs per annum. |
| Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person. | 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. |
| Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any. | Relative of Shri Ankur Kumar Pabuwal and holds 245600 equity shares in the company |

2. Other Information

| | |
|--|--|
| Reasons of inadequate profit | Due to fewer turnover and low profitability the company is not able to earn adequate profit to compensate the directors |
| Steps taken or proposed to be taken for improvement | Company is taking steps to increase its turnover and also taking steps to reduce the expenses to increase the profitability |
| Expected increase in the productivity and profits in measurable terms. | With the proposed expansion company is targeting to achieve turnover of more than Rs.100 crores and profitability of more than Rs.50 Lacs in the year 2018-19. |

3. Disclosures



GANPATI PLASTFAB LIMITED

| | |
|---|---|
| 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. |
|---|---|

Except Shri Ashok Kumar Pabuwal, being appointee and Shri Ankur Pabuwal. None of the other Directors / Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

Place: Jaipur
Date: 20.06.2018

By the order of the Board

(Ashok Kumar Pabuwal)
Managing Director
DIN: 00183513



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Contact No.: 0141-2361984

Email ID: mail@gpl.co.in

Website: www.gpl.co.in

ATTENDANCE SLIP

I/We.....R/o hereby record my/our presence at the 34th Annual General Meeting of the Company at C-58 (B), Road No. 2-D, RIICO Industrial Area, Bindayaka, Jaipur on Saturday, 15th September, 2018 at 3:00 P.M.

| | |
|--|--------------------|
| REGD FOLIO NO. | |
| | |
| Full name of the Shareholder (In Block letters) | Member's Signature |
| | |
| Full name of the Proxy (In Block letters) | Proxy's Signature |

Note:

- Only member / Proxy can attend the meeting.
- Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.
- Electronic copy of the Annual Report for 2018 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- Physical copy of the Annual Report for 2018 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.
- Member / proxy should bring his/her copy of the Annual report for reference at the meeting.

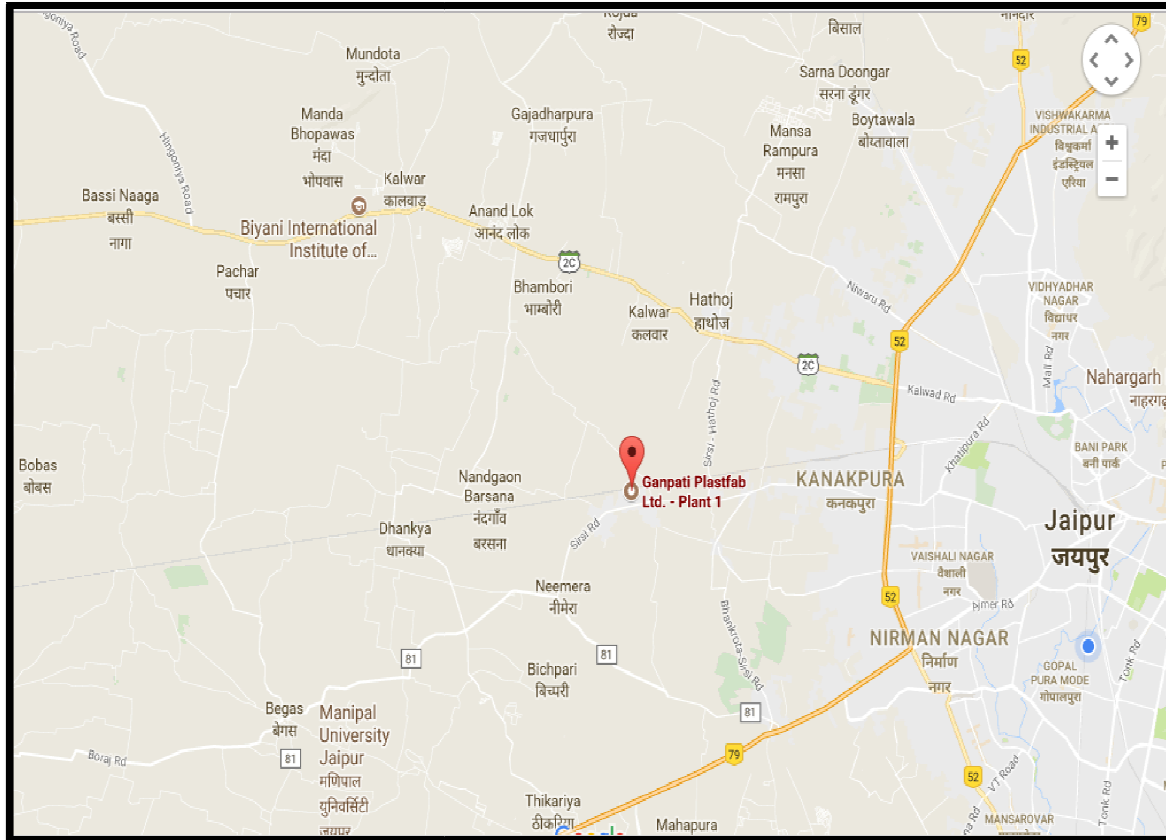


GANPATI PLASTFAB LIMITED

VENUE OF MEETING
GANPATI PLASTFAB LIMITED

C-58 (B), ROAD NO. 2-D, RIICO INDUSTRIAL AREA, BINDAYAKA, JAIPUR

Map for the Directions to venue :-





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Contact No.: 0141-2361984

Email ID: mail@gpl.co.in

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FORM NO. MGT-11 PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN : L25209RJ1984PLC003152
Name of the Company : Ganpati Plastfab Limited
Registered Office : 334, Shekhawat Mansingh Block, Nemi Sagar Colony,
Queens Road, Jaipur-302016, Rajasthan

Name of the member : _____
Registered Address : _____
Email ID : _____
Folio No/Client No : _____
DP ID : _____

I/We being the member(s) of ----- Shares of the above Company hereby appoint:

| S.No. | Name | Address | Email address | |
|-------|------|---------|---------------|----------------|
| 1 | | | | or failing him |
| 2 | | | | or failing him |
| 3 | | | | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on Saturday, 15th September, 2018 at 3:00 P.M. at C-58 (B), Road No. 2-D, RIICO Industrial Area, Bindayaka, Jaipur, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

| S.No. | Resolution | For | Against |
|-------|---|-----|---------|
| 1. | Adoption of Audited Financial Statement of the company for the year ended 31.03.2018 together with the report of the Board of Directors and Auditors. | | |
| 2. | Re-appointment of Pradeep Saraf (DIN: 00183606), who retires by rotation. | | |
| 3. | Re-appointment of Ashok Kumar Pabuwal (DIN: 00183513), as Managing Director of the Company. | | |

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of..... 2018

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Affix
Revenue
Stamp of
Re.1



GANPATI PLASTFAB LIMITED

Signature of Proxy holder(s) (3).....

Notes:

- i.** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- ii.** A Proxy need not be a member of the company.
- iii.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iv.** In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- v.** For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 34th Annual General Meeting.
- vi.** Please complete all details including details of member