

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-SECOND ANNUAL GENERAL MEETING** of the Members of the company will be held on Saturday, 24th day of September, 2016 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 31.03.2016 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.
3. To consider and ratify the appointment of Statutory Auditors of the Company for the financial year 2016-17 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and subject to approval by members of the Company, the appointment of M/s. Jain Sharma & Co., Chartered Accountants (Firm Registration No. 00003C), as the Statutory Auditors of the Company for a term of consecutive three years starting from conclusion of the 30th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company be and is hereby ratified at the 32nd Annual General Meeting of the Company at such remuneration as may be finalized by the Managing Director of the Company in consultation with the Auditors.”

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of

Nomination and Remuneration Committee and subject to the approval of the shareholders in the Annual General Meeting Consent of the Board be and is hereby accorded for the re-appointment of Shri Ankur Pabuwal as Whole-Time Director of the Company, for a period of 5 (Five) consecutive years with effect from 01.09.2016 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

Place: Jaipur

Date: 27.08.2016

By the order of the Board

S/D

(Ashok Kumar Pabuwal)

Managing Director

DIN: 00183513

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 himself 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 authorising their representative to attend and vote on their behalf at the Meeting.
3. The Register of Member & Share Transfer Book of the company will remain closed from 21st September, 2016 to 24th September, 2016 (both days inclusive).
4. Brief resume of the Directors seeking appointment or re-appointment, as required under Clause 49 of the Listing Agreement, is annexed hereto and forms part of the Notice.
5. Members are requested to advise any change in their address or bank mandates immediately to the Company.
6. 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.
7. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
8. 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.
9. Members are requested to bring their copies of Annual Report to the meeting.

10. 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.
11. 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.
12. 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.

13. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21/09/2016 at 10:00 A.M. and ends on 23/09/2016 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 17/09/2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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)	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"> • 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).
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- (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.
- (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 i.e. Ganpati Plastfab Limited 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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.

(xxi) 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.

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

Particulars	Shri Pradeep Saraf	Shri Ankur Kumar Pabuwal
Date of Birth	11/04/1955	26/11/1979
Date of Appointment	03/12/1994	1/09/2016
Qualifications	B.Sc.	P.G. in Technocart
Expertise in specific functional areas	Having a good exposure and experience in Finance Sector.	Having a good exposure in Industrial Production, Marketing and Customer Reesearch.
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	80566

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 4: Re- Appointment of Mr. Ankur Pabuwal (DIN-02956493) as Whole-Time Director.

Being the CFO of the company, the company has decided to Re-appoint Mr. Ankur Pabuwal as the Whole-Time Director of the company as per Section 196 of Companies Act 2013, for a term of 5 consecutive years w.e.f. 01.09.2016, on such terms and conditions as detailed in the table below, who holds office up to the date of ensuing Annual General Meeting of the company.

Further, Brief resume of Mr. Ankur Pabuwal, nature of his expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees is also annexed with this explanatory Statement

TERMS AND CONDITIONS

Name	Ankur Pabuwal
Designation	Whole Time Director
Salary inclusive of all allowances	Rs.47000 per month in the scale of Rs. 47000-4000-67000 or as may be decided by the board of directors.
Perquisites in addition to salary	<p><i>House Rent Allowance:</i> 20% of salary</p> <p><i>Leave Travel Concession:</i> Leave Travel Concession for self and family in accordance with the rules of the company.</p> <p><i>Club Fees:</i> Fees of Clubs subject to maximum of two clubs, admission and life membership fees to be paid as per rules of the Company.</p> <p><i>Personal Medical/ Accident Insurance etc.:</i> 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.</p> <p>Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.</p> <p>Notes: For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee.</p> <p>Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost.</p>

Retirement Benefits	<p>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.</p> <p>Gratuity payable shall be in accordance with the rule of the company.</p> <p>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.</p>
Other benefits	<p>Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.</p> <p>The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company.</p> <p>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.</p>
Minimum Remuneration	<p>Where in any financial year during the 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.</p>

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 and 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, 2015, the turnover of the Company is Rs. 8758.74 lacs and Profit before Tax (PBT) is Rs 157.93 lacs whereas during the financial year ended on 31st March, 2016 the turnover of the Company was Rs. 8110.94 lacs and Profit before Tax (PBT) was Rs.158.64 lacs. 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.

BRIEF PARTICULARS OF APPOINTEE DIRECTOR

Particulars	Mr. Ankur Pabuwal
Din	02956493
Date of Birth	26.11.1979
Age	37 years
Date of Appointment	01.09.2016
Qualifications	P.G. in Technocart
Experience in specific functional areas	Having a good exposure in Industrial Production, Marketing and Customer Reesearch.
Directorship held in Other public company	Nil
Chairman/Member of the Audit Committee and Stakeholders' Grievance Committee in other public company	Nil
Remuneration (sought to be paid)	47000-4000-67000
Number of shares held in the company	80566
Relationship with other directors, manager and KMP of the company	Son of Mr. Ashok Kumar Pabuwal (Managing Director of Company)
Number of Board meeting attended during the year	6
Terms and Conditions of Appointment	Specify
Date of first appointment on the board	01.09.2016

Mr. Ankur Pabuwal being appointee and Mr. Ashok Kumar Pabuwal, Managing Director of the company being father of appointee are interested in the resolution and None of the other Directors and/or Key Managerial Personnel of the Company and their relatives are interested in the same.

Place: Jaipur

Date: 27.08.2016

By the order of the Board

S/D

(Ashok Kumar Pabuwal)

Managing Director

DIN: 00183513

GANPATI PLASTFAB LIMITED

**Registered Office: 334, Shekhawat Mansingh Block,,Nemi Sagar Colony, Queens
Road,,Jaipur,Rajasthan-302016
CIN: L25209RJ1984PLC003152
Contact: 0141-2316984 Email: mail@gpl.co.in website: www.gpl.co.in**

ATTENDANCE SLIP

THIRTY SECOND ANNUAL GENERAL MEETING

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE VENUE.

I/We _____ R/o _____
hereby record my/our presence at the THIRTY-SECOND ANNUAL GENERAL MEETING of the Company held at C-58(B), Road No.2-D, RIICO Industrial Area, Bindayaka, Jaipur on Saturday, 24th day of September, 2016 at 3.00 P.M.

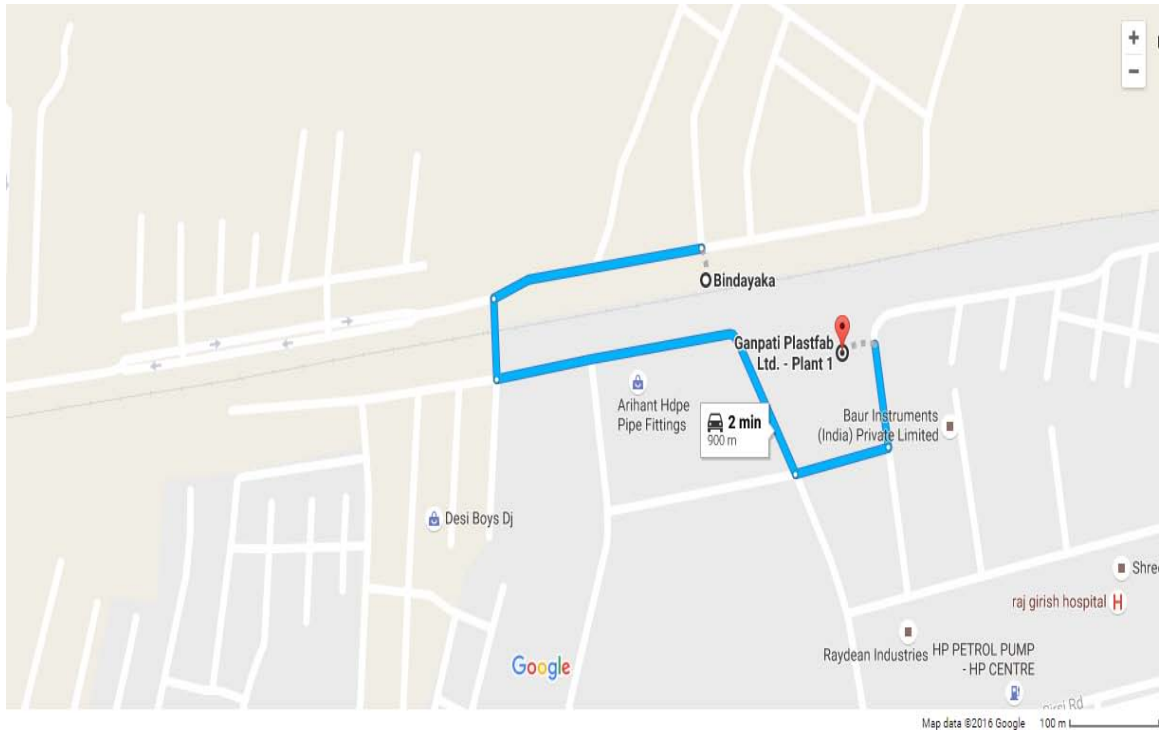
REGD FOLIO NO.	
Full Name of The Shareholder (In Block Letters)	Member's Signature
Full Name of The Proxy (In Block Letters)	Proxy's Signature

Notes:

- a. Only Member / Proxy can attend the meeting.
- b. Member / Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.
- c. Electronic copy of the Annual Report for 2016 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/ Depository Participant 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.
- d. Physical copy of the Annual Report for 2016 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.
- e. Member / Proxy should bring his / her copy of the Annual Report for reference at the meeting.

VENUE OF MEETING
GANPATI PLASTFAB LIMITED
C-58 (B), ROAD NO. 2-D, RIICO INDUSTRIAL AREA, BINDAYAKA, JAIPUR

Map for the Directions to Venue:-



GANPATI PLASTFAB LIMITED

**Registered Office: 334, Shekhawat Mansingh Block,,Nemi Sagar Colony, Queens
Road,,Jaipur,Rajasthan-302016**

CIN: L25209RJ1984PLC003152

Contact: 0141-2316984

Email: mail@gpl.co.in

website: www.gpl.co.in

**PROXY FORM
Form No. MGT-11**

[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,Rajasthan-302016
Name of the Member(s) :
Registered Address :
E-mail Id :
Folio No /Client ID :
DP ID :

I/We , being the member(s) of _____ shares of the above named company. Hereby appoint

S.No.	Name	Address	E-mail Id:	
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 32nd Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the 24th day of September 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:

S. NO.	RESOLUTION	FOR	AGAINST
1.	Adoption of Audited Financial Statements of the company for the year ended 31.03.2016 together with the report of the Board of Directors and Auditors.		
2.	Re-appointment of Shri Pradeep Saraf (DIN 00183606), who retires by rotation.		
3.	Ratification of appointment of M/s. Jain Sharma & Co., Chartered Accountants as Statutory Auditors of the company.		
4.	Re-appointment of Mr. Ankur Pabuwal (DIN 02956493) as Whole-time Director of 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..... 2015

Signature of shareholder.....

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

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

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

Affix Revenue Stamp Re.1

Notes:

- i. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General 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 32nd Annual General Meeting.
- vi. Please complete all details including details of member(s) in above box before submission.