

## NOTICE TO THE MEMBERS.

**NOTICE** is hereby given that 25<sup>TH</sup> Annual General Meeting of the Members of SHREE GANESH ELASTOPLAST LIMITED will be held on Friday the 27<sup>th</sup> September, 2019, at 11:00 A.M. at the Registered Office of the Company situated at 119, Gr. Floor, Kamdhenu Complex, Opp. Sahjanand Complex, Polytechnic Road, Ahemdabad-380 015 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended on 31<sup>st</sup> March, 2019, Balance Sheet as on that date, Directors' Report and the Auditors' Report thereon,
2. To consider the notice of Mr. Mihir R Shah (DIN: 02055933) who retires by the rotation at this Annual General Meeting and gives his consent for Re-appointment.

### SPECIAL BUSINESS:

3. To Re-appoint Mr. Mayukh J Pandya (DIN- 00572719) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an **SPECIAL RESOLUTION**-

**"RESOLVED THAT** pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR),2015, Mr. Mayukh J Pandya (DIN-00572719) who was appointed as Independent director not liable to retire by rotation at last Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years, from the date of this Annual General Meeting up to the conclusion of 30th Annual General Meeting of the Company in the calendar year 2024."

4. To Re-appoint Mr. Satish M. Kavathe (DIN- 01989486) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an **SPECIAL RESOLUTION**-

**"RESOLVED THAT** pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR),2015, Mr. Satish M. Kavathe (DIN-00572719) who was appointed as Independent director not liable to retire by rotation at last Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years, from the date of this Annual General Meeting up to the conclusion of 30th Annual General Meeting of the Company in the calendar year 2024."

5. To Re-appoint Mr. HARISHBHAI RATILAL MEHTA (DIN- 05316274) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as an **SPECIAL RESOLUTION-**

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR),2015, Mr. Harishbhai R. Mehta (DIN- 05316274) who was appointed as Independent director not liable to retire by rotation at last Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years, from the date of this Annual General Meeting up to the conclusion of 30th Annual General Meeting of the Company in the calendar year 2024.”

## NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her self and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.  
**A person can act as a proxy on behalf of members not exceeding fifty percent of the total share capital 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 shareholder.**
2. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. The complete instruction on e-voting facility provided by the Company is annexed to this Notice, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative/s to attend and vote at the Annual General Meeting.
4. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of directors seeking appointment/reappointment at the Annual General Meeting is given in detail, as annexed hereto.
5. Shareholders are requested to bring their copy of Annual Report to the meeting.
6. Members/Proxies should fill Attendance Slip for attending the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday 22<sup>nd</sup>, SEPTEMBER, 2019 to FRIDAY, 27th September, 2019 (both days inclusive).

8. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
9. Relevant documents referred to in the accompanying Notice and the Statement will remain open and available for inspection by the members at the administrative office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
11. Members, who have not registered their email IDs so far with their depository participants, are requested to register their email IDs for receiving all the Communications including Annual Report, Notices etc. in electronic mode.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.
13. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2019 is uploaded on the Company's website [www.shreeganeshelastoplastltd.com](http://www.shreeganeshelastoplastltd.com) and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. [www.bseindia.com](http://www.bseindia.com).
14. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2018 -19 is being sent in the permitted mode.
16. GENERAL INSTRUCTIONS FOR VOTING:
  - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is pleased to provide the facility to exercise members' right to vote at the ensuing Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).
  - b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- d. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- e. Shri Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India,) has been appointed as the Scrutinizer to scrutinize the e-voting & Ballot process in a fair and transparent manner.
- f. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, submit to the Chairman of the Company.
- g. The Results declared by the Chairman along with the Scrutinizer’s Report shall be placed on the Company’s website [http: www.shreeganeshelastoplastltd.com](http://www.shreeganeshelastoplastltd.com) and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited and will be uploaded on website of Stock Exchanges.
- h. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25.09.2017, may obtain the login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com).

The voting period begins **on 24.09.2019 at 10 A.M. and ends on 26.09.2019 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 of (record date) of 23<sup>rd</sup> September,2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Note: For detailed instructions for e-voting, please visit website of CDSL.

**In case of members receiving e-mail:**

- i. The voting period begins on TUESDAY, September 24, 2019 at 10:00 A.M. and ends on THURSDAY, September 26, 2019 at 5:00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), Monday, September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on “Members / Shareholders” tab.
- iv. Now enter your User ID a. For CDSL: 16 digits beneficiary ID,
- v. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- vi. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. 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 voting of any Company, then your existing password is to be used. If you have forgotten the

password, then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.

ix. If you are a first time user then follow the steps given below for login:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (applicable for both members holding shares in demat as well as physical form) Members who have not updated their PAN with the Company / Registrar / Depository Participant are requested to use the sequence number mentioned on address slip / email pertaining to the notice of this Annual General Meeting.
Dividend Bank Details OR 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. 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).

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

(xi) Members holding shares in physical form will then reach directly 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 evoting 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.

xii. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xiii. Click on the EVSN (Electronic Voting Sequence NO.: 160808023) of Shree Ganesh Elastoplast Limited.

xiv. 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.

xv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.

xvi. 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.

xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xviii. You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the voting page.

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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx. Note for Non-Individual Members and Custodians:

- Non-Individual members (i.e. other than Individuals, HUF and NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

**Date: 09<sup>th</sup> August,2019**

**Place: Ahmedabad**

**On Behalf of the Board of Directors  
Shree Ganesh Elastoplast Limited**

**Sd/-**

**(BHARATBHAI V. Mashruwala)  
Whole time director  
(DIN: 03440503)**

## **ANNEXURE TO NOTICE STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:**

Mr. Satish M Kavathe (DIN- 01989486), Mr. Mayukh J Pandya (DIN-00572719), Mr. Harish R Mehta (DIN 05316274) are Independent directors of the Company and have held the position as such for the Such period. As per the current provisions of company law and SEBI LODR REGULATIONS 2015, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to Re-appoint Mr. Satish M Kavathe as independent director under section 149 of the Act to hold office for 5 (Five) consecutive years for a term up to the conclusion of 30th Annual General Meeting of the company in the calendar year 2024. It is proposed to Re-appoint Mr. Mayukh J Pandya as independent director under section 149 of the Act to hold office for 5 (Five) consecutive years for a term up to the conclusion of 30<sup>th</sup> Annual General Meeting of the company in the calendar year 2024. It is proposed to Re-appoint Mr. Harish R Mehta as independent director under section 149 of the Act to hold office for 5 (Five) consecutive years for a term up to the conclusion of 30th Annual General Meeting of the company in the calendar year 2024.

Mr. Satish M Kavathe, Mr. Mayukh J Pandya, Mr. Harish R Mehta are not disqualified from being appointed as Independent Directors in terms of section 164 of the Act and have given their consent to act as directors. The company has received notices in writing from members along with deposits of requisite amount under section 160 of the Act proposing the candidature of each of Mr. Satish M Kavathe, Mr. Mayukh J Pandya, Mr. Harish R Mehta for the office of Directors of the Company.

The company has also received declarations from Mr. Satish M Kavathe, Mr. Mayukh J Pandya, Mr. Harish R Mehta that they meet with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under SEBI (LODR),2015.

In the opinion of the Board, Mr. Satish M Kavathe, Mr. Mayukh J Pandya, Mr. Harish R Mehta fulfil the conditions for appointment as independent directors as specified in the Act and SEBI LODR 2015. Brief resume of Mr. Satish M Kavathe, Mr. Mayukh J Pandya, Mr. Harish R Mehta nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships / chairmanships of Board committees, shareholding as stipulated under SEBI (LODR) Regulations 2015with the stock exchanges, are provided herein below:

**Details of the directors seeking re-appointment in the 25<sup>TH</sup> Annual General Meeting of the Company  
[Pursuant to regulation 36 (3) of the SEBI (LODR) Regulations, 2015]**

<b>Name of Director</b>	<b>MIHIR R SHAH</b>
<b>DIN</b>	02055933
<b>Date of Birth</b>	31/01/1956
<b>Date of Appointment</b>	30/04/2011
<b>Relationship with other Directors Inter se</b>	None
<b>Profile &amp; Expertise in Specific functional Areas</b>	He has management experience of 30 years as well as through knowledge of working, accounting, and usage of complex financial products.
<b>Qualification</b>	B. Com.
<b>No. of Equity Shares held in the Company</b>	NIL
<b>List of other Companies in which Directorships are held</b>	1
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held</b>	NIL

<b>Name of Director</b>	<b>MAYUKH J PANDYA</b>
<b>DIN</b>	00572719
<b>Date of Birth</b>	22/07/1955
<b>Date of Appointment</b>	29/09/2015
<b>Relationship with other Directors Inter se</b>	None
<b>Profile &amp; Expertise in Specific functional Areas</b>	He is legal professional having reach experience of more than 15 years in legal consulting in equity market related cases.
<b>Qualification</b>	B. Com.
<b>No. of Equity Shares held in the Company</b>	NIL
<b>List of other Companies in which Directorships are held</b>	2
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held</b>	Audit, Nomination and Remuneration and Stakeholders Grievance Committee



<b>Name of Director</b>	<b>SATISH M KAVATHE</b>
<b>DIN</b>	01989486
<b>Date of Birth</b>	11/01/1951
<b>Date of Appointment</b>	14/11/2014
<b>Relationship with other Directors Inter se</b>	None
<b>Profile &amp; Expertise in Specific functional Areas</b>	He is business professional graduated from top Indian college, IIM Ahmedabad. He has through knowledge of business operation and utilization of financial products.
<b>Qualification</b>	MBA, IIM A
<b>No. of Equity Shares held in the Company</b>	NIL
<b>List of other Companies in which Directorships are held</b>	None
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held</b>	None

<b>Name of Director</b>	<b>Harish R Mehta</b>
<b>DIN</b>	05316274
<b>Date of Birth</b>	17/05/1945
<b>Date of Appointment</b>	16/07/2012
<b>Relationship with other Directors Inter se</b>	None
<b>Profile &amp; Expertise in Specific functional Areas</b>	Retired Bank Manager, having knowledge of Banking operations, Internal Control, Internal Audit of business operations, financial control, accounting of financial transactions etc.
<b>Qualification</b>	B COM
<b>No. of Equity Shares held in the Company</b>	NIL
<b>List of other Companies in which Directorships are held</b>	None
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held</b>	None

**SHREE GANESH ELASTOPLAST LIMITED**

CIN: L25200GJ1994PLC021666

119, GR. FLOOR, KAMDHENU COMPLEX,OPP: SAHJANAND COLLEGE, POLYTECHNICAHMEDABAD-380015Gujarat

**ATTENDANCE SLIP**

<b>DP ID*</b>		<b>Folio</b>	
<b>Client ID*</b>		<b>No. of Shares</b>	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 25<sup>th</sup> **ANNUAL GENERAL MEETING** of the Company held on friday, 27<sup>th</sup> September, 2019 at 04:30 P.M. at 119, GR. FLOOR, KAMDHENU COMPLEX, and OPP: SAHJANAND COLLEGE, POLYTECHNIC AHMEDABAD- 380015

Signature of the Shareholder | Proxy

\* Applicable for investors holding shares in electronic form.

**SHREE GANESH ELASTOPLAST LIMITED**

CIN: L25200GJ1994PLC021666

119, GR. FLOOR, KAMDHENU COMPLEX,OPP: SAHJANAND COLLEGE, POLYTECHNICAHMEDABAD-380015Gujarat

**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]

Name of Members:

Registered Address:

E-mail Address:

Folio No. | Client ID:

DP Id:



I/we, being the member(s) of \_\_\_\_\_ shares of Shree Ganesh Elastoplast Ltd, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 27<sup>th</sup> September, 2019 at at 04:30 P.m. at 119, GR. FLOOR, KAMDHENU COMPLEX, OPP: SAHJANAND COLLEGE, POLYTECHNIC AHMEDABAD- 380015and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	RESOLUTIONS
	<b>ORDINARY BUSINESS</b>
1	Adoption of financial statements for the year ended on March 31, 2019
2	To Consider the notice of Mr. Mihir R Shah (DIN: 02055933) who is retire by rotation
	<b>SPECIAL BUSINESS</b>
3	To Re-appoint Mr. Mayukh J Pandya (DIN: 00572719) as an Independent Director for Five years
4	To Re-appoint Mr. Satish M. kavathe (DIN: 01989486) as an Independent Director for Five years
5	To Re-appoint Mr. Harish R Mehta (DIN: 05316274) as an Independent Director for Five years

Signed this ..... day of ..... 2019 .

Signature of first proxy holder

Signature of Second proxy holder

Signature of Third proxy holder

**Note:** 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.

**ROUTE MAP TO REACH THE VENUE OF ANNUAL GENERAL MEETING:**

