# SHREE GANESH ELASTOPLAST LIMITED

CIN: L25200GJ1994PLC021666

Registered Office: 119, GR. FLOOR, KAMDHENU COMPLEX, OPP: SAHJANAND COLLEGE,

POLYTECHNIC AHMEDABAD:380015, Gujarat, India.

website: www.shreeganeshelastoplastltd.com

BSE LISTING DETAILS: (SHGANEL | 530797 | INE400N01017)

### NOTICE FOR POSTAL BALLOT (REMOTE E VOTING)

BY SHAREHOLDERS OF THE COMPANY

FOR THE PURPOSE OF

GIVING THEIR APPROVAL FOR

ALTERATION/ MODIFICATION OF

MAIN OBJECT CLAUSE NO.2

OF THE

**MEMORANDUM** 

**OF** 

**ASSOCIATION** 

**OF** 

THE COMPANY.

#### **NOTICE OF POSTAL BALLOT**

#### Dear Shareowners,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the Resolution appended below for seeking approval for Alteration/ Modification of Existing Main Object Clause Number III (A) 2 of the Memorandum of Association of the Company by addition of certain words/ phrase which ultimately to read as per detailed object clause given in Resolution Part of this Notice, is proposed to be passed as a Special Resolution by the Members of Shree Ganesh Elastoplast Limited ("Company") through Postal Ballot only by voting through electronic means ("remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on MARCH 31<sup>ST</sup> 2022, has appointed Mr. Kamlesh M Shah, (Membership No. ACS 8356) of Kamlesh M Shah & Co., Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Friday, April, 8<sup>th</sup> 2022 and ends at 5.00 p.m. (IST) on Saturday 7<sup>th</sup> May 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Monday, 9<sup>th</sup> May, 2022.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <a href="https://www.shreeganeshelastoplastltd.com">https://www.shreeganeshelastoplastltd.com</a> and on the website of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.

#### **RESOLUTION:**

APPROVAL FOR ALTERATION/MODIFICATION OF MAIN OBJECT CLAUSE:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to provisions of Section 13(8) of the Companies Act 2013 as amended/ modified up to date read with Rule 32 of the Companies (Incorporation) Rules 2014 and Regulation 30 read with Schedule III, Part-A, Para-I Sub Clause (14) of the SEBI (Listing Obligations And Disclosure Requirements "LODR") Regulations 2015 as amended, modified, up to the date, the Main Object Clause No. III (A) (2) of the Memorandum of Association of the Company be and is hereby altered/ modified by addition of certain words/ phrase and that the new object clause be now read as under:

#### CLAUSE III (A)(2):

To Carry on business of buying, purchasing, importing, sorting, processing, manufacturing, packing, repacking, marketing, exporting, dealing in, to act as agents, commission agents, consignment agents, concessionaries, authorized sole selling or sole buying agents for all types, kinds, description of Agro products, food products, edible goods, vegetables, fruits, dry fruits, herbs, spices, edible oils of all kinds, ghee, vanaspati oil, raw mixed, ready to cook food, ready to eat food, finished packed ready eat foods and all kinds of Agro products and food products in all its types forms, description including to purchase, store, distribute the same through establishment of cold chain system, INCLUDING TO PRODUCE ANY TYPES OR KIND OF AGRO PRODUCTS, SEEDS, GENETICALLY MODIFIED AGRO SEEDS AND FARM PRODUCTS PRODUCED THROUGH CONTRACT FARMING throughout the country and anywhere in the word.

RESOLVED FURTHER THAT Mr. Mihir R Shah, Whole Time Director (DIN: 02055933) be and is hereby authorized, empowered, instructed and requested to obtain an approval of the Shareholders, file necessary forms, Revised Memorandum of Association, with the Registrar of Companies using his Digital Signature and further such forms if any be certified by Mr. Kamlesh M Shah a Practicing Company Secretary using their Digital signature, and also to give necessary intimation to Stock Exchanges where shares of the Company are listed and submit the revised MOA

for their official records and also to prepare, stamp, sign, execute, deliver for Registration all or any such other documents as may be required or necessary and to do all such other acts, things, deeds, for the purpose of giving effect to this resolution.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and are hereby empowered and authorized severally on behalf of the Company to accept and make any alteration(s)/modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the proposed changes in the Main Objects Clause as may be suggested by the Registrar of Companies, while granting their approval or consent or confirmation or any suggestions/ modifications if any made by the stock exchange authorities in this matter while granting their approval/ consent/ confirmation if any without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

By Order of the Board of Directors

Of Shree Ganesh Elastoplast Limited.

Sd/-

(Mihir R Shah)

Whole Time Director

DIN: 02055933

Ahmedabad, March 31, 2022

#### **Registered office:**

119, Ground Floor, Kamdhenu Complex, Opp: Sahajanand College, Polytechnic, Ambawadi, Ahmedabad: 380 015

Gujarat, India.

CIN: L25200GJ1994PLC021666

E-mail: ganeshelastoplast@gmail.com Elastoplast.inv@gmail.com

Website: www.shreeganeshelastoplastltd.com

#### **NOTES:**

- 1. The Explanatory Statement pursuant to the provisions of Sections 102 and 13 of the Act read with Rule 32 of Companies (Incorporation) Rules 2014 stating material facts and reasons for the proposed resolution is annexed hereto. It also contains all the disclosures as specified in the SEBI (LODR) Regulations 2015.
- 2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

If your e-mail address is not registered with the Company/Depositories, you may register on or before 5:00 p.m. (IST) on Friday, April, 8, 2022 to receive this Postal Ballot Notice by completing the process for registration of e-mail address as under:

#### SHAREHOLDER INSTRUCTIONS FOR E-VOTING

#### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on Friday the 8<sup>th</sup> April, 2022 at 09.00 A.M. and ends on Saturday the 7<sup>th</sup> May 2022 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 31<sup>st</sup> March 2022 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) 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 ld 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	Login Method
shareholders	
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	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="www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	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 & voting during the meeting.
	<ol> <li>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com         Select "Register Online for IDeAS "Portal or click at</li></ol>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

	https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 or joining virtual meeting & voting during the meeting
Individual Shareholders	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
(holding	Successful login, you will be able to see e-Voting option. Once you click on e-
securities in	Voting option, you will be redirected to NSDL/CDSL Depository site after
demat mode)	successful authentication, wherein you can see e-Voting feature. Click on
login through	company name or e-Voting service provider name and you will be redirected to e-
their	Voting service provider website for casting your vote during the remote e-Voting
Depository	period or joining virtual meeting & voting during the meeting.
Participants	

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	Members facing any technical issue in login can
securities in Demat mode with CDSL	contact CDSL helpdesk by sending a request at
	helpdesk.evoting@cdslindia.comor contact at
	022- 23058738 and 22-23058542-43.
Individual Shareholders holding	Members facing any technical issue in login can
securities in Demat mode with NSDL	contact NSDL helpdesk by sending a request at
	evoting@nsdl.co.in or call at toll free no.: 1800
	1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings 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.
  - 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 <a href="www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier evoting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.		
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)		
	<ul> <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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as		
Bank	recorded in your demat account or in the company records in order to login.		
Details	<ul> <li>If both the details are not recorded with the depository or company,</li> </ul>		
OR Date of	please enter the member id / folio number in the Dividend Bank details		
Birth (DOB)	field.		

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN Number 20220331002 for the relevant SHREE GANESH ELASTOPLAST LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) 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 <a href="https://www.evotingindia.com">www.evotingindia.com</a> 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.
  - 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.
  - 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; <a href="mailto:ganeshelastoplast@gmail.com">ganeshelastoplast@gmail.com</a> (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.

# PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1. 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 Company/RTA email id.
- 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual 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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call on 022-23058542/43.

#### **EXPLANATORY STATEMENT**

Pursuant to Sections 102 and 13 of the Companies Act 2013 "THE ACT" read with Rule 32 of Companies (Incorporation) Rules 2014)

# APPROVAL OF THE SHAREHOLDERS FOR PROPOSED ALTERATION/ MODIFICATION IN THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Board of Directors of the Company have in their meeting held on 31<sup>st</sup> March 2022, decided to Alter/ Change/ Modify the existing Main Object Clause Number III (A) (2) by addition of certain words/ phrases in order to expand the existing business activities of the company in order more conveniently carry on the said business of Producing of all types, kinds, nature and description of Agro and farm Products through Contract Farming, so that the Company can ensure good quality, quantity of Agro and food products with surety of supply to the company for further processing, packing, repacking at cost effective rates and this will in turn result in enhanced profitability for the company in future.

The Brief details of proposed Modification/ Alteration in the existing Object clause is given in the attached proposed Resolution in BOLD and ITALICS Letters for easy understanding of the members.

As per provisions of Section 13(8) of the Companies Act 2013 read with Rule 32 of the Companies (Incorporation) Rules, 2014, It is hereby declared and confirmed that the Company has since last more than 20 years not issued any Prospectus/ Letters of Offer for Rights Issue, Issued any Securities (Equity or Preference Shares) to any person, group of persons, overseas investors etc during the above period and has not raised any money through issue of any of such documents like Prospectus/ Letters of Offer or other documents inviting public/ shareholders to subscribe for shares of the Company. Hence, the information required to be disclosed and given in an explanatory statement as per Rule 32 of the Companies (Incorporation) Rules 2014 including the details of Money Raised through issue of securities and its utilization or giving the Certificate of Auditors to this effect is not applicable to the company for the purpose of passing this Resolution, hence not given here with.

The Copy of this Notice along with Explanatory Statement and other information, details of evoting process etc are uploaded on the company's website, the website of BSE Ltd where the company's shares are listed, the website of CDSL <a href="www.evotingindia.com">www.evotingindia.com</a> through whom the evoting services is being provided by the company.

A draft copy of the Memorandum of Association with Altered/ Modified/ Object clause in soft copy is also uploaded on the website of the Company and the same is also available for physical inspection of the members on any working day except Saturday and Sunday during office hours from 10.30 A.M. to 5.30 P.M. at the registered Office of the Company.

None of the Directors or KMP of any of their Relatives may be deemed to be concerned or interested in the proposed resolution.

None of the Directors or KMP or any of their Relatives are going to be benefited personally and individually or in group as a whole by passing of this resolution as the Company is not going to issue any further shares or securities to any of them.

By Order of the Board of Directors

Of Shree Ganesh Elastoplast Limited.

Sd/-

(Mihir R Shah)

Whole Time Director

DIN: 02055933

Ahmedabad, March 31, 2022

### **Registered office:**

119, Ground Floor, Kamdhenu Complex, Opp: Sahajanand College, Polytechnic,

Ambawadi, Ahmedabad: 380 015

Gujarat, India.

CIN: L25200GJ1994PLC021666

E-mail: <a href="mailto:ganeshelastoplast@gmail.com">ganeshelastoplast@gmail.com</a>

Elastoplast.inv@gmail.com

Website: www.shreeganeshelastoplstltd.com