



GANESH BENZOPLAST LIMITED

CIN:L24200MH1986PLC039836

Regd. Office: Dina Building, 1st Floor, 53, Maharshi Karve Road, Marine Lines, Mumbai - 400 002

Tel: 022- 6140 6000/22001928

Email: compliance@gblinfra.com Website: www.ganeshbenzoplast.com

September 01, 2025

To,

<p>The General Manager, Department of Corporate Services – Corporate Relations Department, BSE Limited, Pheeroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001.</p> <p>Scrip ID: 500153</p>	<p>The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051</p> <p>Scrip ID: GANESHBE</p>
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Dear Sir/Madam,

Sub: Notice of 38th Annual General Meeting of the Company

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we are enclosing copy of the notice of 38th Annual General Meeting of the Company to be held on **Thursday, 25th September, 2025 at 11.00 a.m. IST**, through **Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)**.

You are requested to take the same on records.

Thanking You,

Yours Faithfully,
For Ganesh Benzoplast Limited

Ekta Dhanda
Company Secretary & Compliance Officer

Encl: As above



Notice

NOTICE is hereby given that the **38th** Annual General Meeting (AGM) of the Members of **GANESH BENZOPLAST LIMITED (“the Company”)** will be held on **Thursday 25th September, 2025, at 11:00 AM (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements

To consider and adopt

- a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Shyam Nihate (DIN: 08301025), who retires by rotation and being eligible, offers himself for re-appointment

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 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Shyam Nihate (DIN: 08301025)**, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. Appointment of Ms. Amruta Pankaj Thali (DIN: 11230644) as an Independent Woman Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and section 160 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per provisions of Articles of Association of the Company, **Ms. Amruta Pankaj Thali**

(DIN: 11230644) who was appointed as an Additional Director (Non-Executive and Independent Woman) of the Company with effect from 11th August, 2025 by the Board of Directors on the recommendation of the Nomination and Remuneration Committee in terms of the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1) (b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Woman Director of the Company for a period of 5 (Five) years commencing from 11th August, 2025 upto 10th August, 2030 (both days inclusive), and shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the approval of the Members be accorded to the Board of Directors of the Company (which term shall deemed to include any committee of the Board), to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

4. Re-appointment of Mr. Niraj Nabh Kumar (DIN: 03401815) as an Independent Director for a second term of five consecutive years

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions, if any, of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (“Board”), **Mr. Niraj Nabh Kumar (DIN: 03401815)**, who is currently serving as an Independent Director of the Company, has submitted a declaration that he meets the criteria of independence as required under section 149(6) of the Act and Regulations 16(1)(b) & 25(8) of the Listing Regulations and in respect of whom the Company has received a notice in writing in terms of section 160(1) of the Act proposing his candidature as an Independent Director, and who is eligible for re-appointment as a Non-Executive Independent Director, be and is hereby

re-appointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years ending on 14th February 2030, and he will not be liable to retire by rotation;

RESOLVED FURTHER THAT the approval of the Members be accorded to the Board of Directors of the Company (which term shall be deemed to include any committee of the Board), to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

5. Variation in the objects of the preferential issue to Qualified Institutional Buyer (QIB)-under Non-Promoter Category and Promoters

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**Companies Act**”); and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”); and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, as amended (“**SEBI Listing Regulations**”), and the receipt of such approvals, consents, permissions and sanctions, if any, as may be necessary or required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “**Board**” which term shall be deemed to include any duly constituted committee thereof) to vary and amend the objects of the issue referred to in the EGM Notice dated December 05, 2023 (“**EGM Notice**”) and special resolutions dated December 28, 2023 in relation to the utilization of the proceeds received from the Preferential issue made to Qualified Institutional Buyer (QIB)- Under Non-Promoter Category and Promoters and utilize such proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice, and based on the particulars as required under the Companies (Prospectus and Allotment of Securities) Rules, 2014 set out in explanatory statement;

RESOLVED FURTHER THAT for the purpose of giving an effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, things, deal with such matters and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and shareholders or otherwise to the end and intent that the members and shareholders shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein referred to any committee of Directors or any other officer(s) / authorised representative(s) of the Company to give effect to the aforesaid resolution.”

6. Appointment of VKM & Associates, Company Secretaries, as the Secretarial Auditors of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors, VKM & Associates, Practising Company Secretaries (Certificate of Practice No.: 4279), be and is hereby appointed as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-2030, at such remuneration as may be determined by the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall include any duly authorised Committee constituted by the Board) in consultation with the Secretarial Auditors;

RESOLVED FURTHER THAT the approval of the Members be accorded to the Board of Directors of the Company (which term shall be deemed to include any committee of the Board), to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”



7. Ratification of the Remuneration of the Cost Auditors for the Financial Year 2025-26

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 148 of the Companies Act, 2013 (‘the Act’) and other applicable provisions, if any, of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses to be paid to S K Agarwal & Associates, Cost Accountants (Firm Reg. No. 100322), who have been appointed by the Board of Directors as the Cost Auditors of the Company, on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company, for the Financial Year 2025-26, be and is hereby ratified and approved;

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its Committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith, or incidental thereto.”

By Order of the Board of Directors of
Ganesh Benzoplast Limited

Ekta Dhanda

Company Secretary & Compliance Officer
(ACS: 18796)

Mumbai, August 11, 2025

Registered Office:

Dina Building, First Floor, 53 Maharshi Karve Road,
Marine Lines (East), Mumbai - 400 002

CIN: L24200MH1986PLC039836

Email: investors@gblinfra.com

Website: www.ganeshbenzoplast.com

Notes:

1. Pursuant to the General Circular Nos. 20/2020 dated 5th May, 2020 read with subsequent circulars issued from time to time and General Circular no. 9/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by SEBI (collectively referred to as ‘Circulars’), companies are allowed to hold Annual General Meeting through VC/OAVM without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the 38th AGM of the Company is being held through Video Conferencing (VC)/ Other Audio-Visual

Means (OAVM). The deemed venue for the 38th AGM shall be the Corporate Office of the Company.

2. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Participation of Members through VC / OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
4. In the case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
5. The Register of members of the Company shall remain close from Friday, 19th September, 2025 to Thursday, 25th September 2025 (both day inclusive) as per the provisions of section 91 of the Companies Act, 2013
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Service (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
7. The explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and as per the Listing Regulations, concerning resolutions vide item No. 3 to 7 in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice and the relevant details of the Directors seeking re-appointment as required by Regulation 36(3) of the Listing Regulations and as required under Secretarial Standard - 2 on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, are annexed to this Notice.
8. The Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holdings in one folio. After making requisite changes a consolidated share certificate will be issued in demat form to the member.

9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent through its registered email address to Scrutinizer by e-mail to vkmassociates@yahoo.com or to the company.
10. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc., Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to investors@gblinfra.com from their registered e-mail address.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.ganeshbenzoplast.com and website of RTA www.bigshareonline.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to RTA in case the shares are held in physical form.
12. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.ganeshbenzoplast.com.
- of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
- For shares held in electronic form: to their Depository Participants ("DPs").
 - For shares held in physical form: to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
2. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; a claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.ganeshbenzoplast.com. and on the website of the Company's Registrar and Transfer Agents (RTA), Bigshare Services Pvt. Ltd. at www.bigshareonline.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
3. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents i.e. Bigshare Services Pvt. Ltd., for assistance in this regard.
4. However, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, opened a special window only for re-lodgement of transfer deeds, which were

Updation of KYC

- The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on our website www.ganeshbenzoplast.com and website of RTA www.bigshareonline.com. In view



lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs

1. In compliance with the above-mentioned Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/ Depositories. The Company shall send the physical copy of the Annual Report for FY 2024-25 only to those Members who specifically request the same at investors@gblinfra.com mentioning their Folio No/DP ID and Client ID. Members may note that the Notice of AGM and Annual Report 2024-25 will also be available on the Company's website www.ganeshbenzoplast.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL www.evotingindia.com.
2. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Bigshare Services Private Limited at info@bigshareonline.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhar Card, Election Identity Card, Passport) in support of the address of the Member you may register, your e-mail address on website of the Company's Registrar and Transfer Agents (RTA), Bigshare Services Private Limited at www.bigshareonline.com. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may also write to investors@gblinfra.com.
3. Members holding shares in electronic mode are requested to intimate any change in their address or Bank mandates to their Depository Participants ("DPs ") with whom they are maintaining their demat accounts. Members holding shares in Physical mode are requested to advise any change in their address or Bank mandates to the Company/ Company's Registrar and Transfer Agent i.e. **Bigshare Services Private Ltd., ("Bigshare") S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400 093, Tel: 022 6263 8200, Fax : 022 6263 8299, E-mail: info@bigshareonline.com.**

4. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their Bank account maintained in India with complete name, Branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.

Electronic Voting

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by CDSL.
- (ii) The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- (iii) The members who have cast their vote by remote e-voting may attend the meeting through VC / OAVM but shall not be entitled to cast their vote again.
- (iv) A person, whose name is recorded in the register of members or in the register of beneficial owners as on the **cut-off date, Thursday, 18th September, 2025** only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting.
- (v) 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, Thursday, 18th September, 2025**, may vote by following the above-mentioned instructions for remote evoting or e-voting at AGM.

Other Miscellaneous Details

- (i) The Company has appointed **CS Vijay Kumar Mishra (FCS 5023), Partner of VKM & Associates, Practicing Company Secretary**, as Scrutiniser (the 'Scrutiniser') for conducting the e-voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
- (ii) The Scrutiniser shall after the conclusion of voting at the AGM, will count the votes cast at the meeting through e-voting and thereafter unblock the votes cast through remote e-voting and shall make not later than 48 hours of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or

against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- (iii) The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.ganeshbenzoplast.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to and National Stock Exchange of India Ltd (NSE) and BSE Limited, where the shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

- (i) The remote e-voting period commences on **Monday, 22nd September, 2025 (10.00 a.m. IST) and ends on Wednesday, 24th September, 2025 (5.00 p.m. IST).**

During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on **Thursday, 18th September, 2025 ('Cut-off date')** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on **Wednesday, 24th September, 2025 after 5.00 p.m. IST.** Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

- (ii) 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 Id in their demat accounts in order to access e-Voting facility.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding share in demat mode

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & my EasiNew (Token) Tab. 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, 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 CDSL website www.cdslindia.com and click on login & my EasiNew (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. 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 NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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.



Type of Shareholders	Login Method
	<p>2) 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 https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>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.</p> <p>4. For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.

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 securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or call at toll free no.: 1800 210 9911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:

Login method for Remote e-Voting 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 www.evotingindia.com and voted on an earlier e-voting 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 style="list-style-type: none"> 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.
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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <Ganesh Benzoplast Limited> on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) 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 www.evotingindia.com 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; investors@gblinfra.com (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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE

- (i) **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 investors@gblinfra.com or to Bigshare Services Private Limited at info@bigshareonline.com.
- (ii) **For 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.
- (iii) **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.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

General Guidelines For Members

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent through its registered email address to Scrutinizer by e-mail to

vkmassociates@yahoo.com with a copy marked to investors@gblinfra.com.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (ii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (iii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iv) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (v) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vi) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at investors@gblinfra.com. Questions / queries received by the Company till 5.00 p.m. on Monday, September 15, 2025 shall only be considered and responded suitably by email.
- (vii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at email id investors@gblinfra.com upto 5.00 p.m. on Saturday, September 20, 2025. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right

- to restrict the number of speakers depending on the availability of time for the AGM.
- (viii) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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. or contact at toll free no. 1800 210 9911.
- (ix) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 helpdesk.evoting@cdslindia.com or call toll free no. 1800 210 9911.



Explanatory Statement Pursuant To Section 102 Of The Companies Act, 2013

Item No. 3

The Board of Directors of the Company at their meeting held on 11th August, 2025 and pursuant to recommendation of the Nomination and Remuneration Committee, approved the appointment of Ms. Amruta Pankaj Thali (DIN 11230644) as an Additional Director in the capacity of an Independent Woman Director of the Company, with effect from 11th August, 2025 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company to hold office for a period of 5 (Five) consecutive years up to 10th August, 2030, not liable to retire by rotation.

The Company has received a declaration from Ms. Amruta Pankaj Thali confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from her to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing her candidature for the office of Director.

Based on experience of Ms. Amruta Thali and upon recommendation of the Nomination and Remuneration Committee, Board considered that the proposed appointment would be in the best interest of the Company. In the opinion of the Board of Directors, Ms. Amruta Pankaj Thali is eligible to be appointed as an Independent Woman Director for a first term of 5 (Five) consecutive years and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and she is independent of the Management.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Ms. Amruta Pankaj Thali has provided a confirmation that she has registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs. In accordance with provisions of Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members of the Company is being sought by way of a Special Resolution for appointment of Ms. Amruta Pankaj Thali as an Independent Director on the Board of Directors of the Company to hold office for a period of 5 (Five) consecutive years from 11th August, 2025 to 10th August, 2030.

The draft terms and conditions of her appointment are available on the website of the Company. In line with the Company's remuneration policy, Ms. Amruta Pankaj Thali will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board/ Committee meetings.

Except Ms. Amruta Pankaj Thali, and/ or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The Board recommends the resolution as set out in item no. 3 for approval of the Members by way of a Special Resolution.

Brief Profile of Ms. Amruta Pankaj Thali

Ms. Amruta Pankaj Thali aged 32 years, is B.SC LLB by qualification and Practicing as a Lawyer and handling both Civil and Criminal matters and having a good experience of four years in legal field. A dedicated legal professional with good experience in legal research, drafting, case management, and client advisory services.

Item No. 4

Mr. Niraj Nabh Kumar (DIN 03401815) was appointed as an Independent Director on the Board of the Company, by the members in 2020, for a period of five years. As per the provisions of Section 149 of the Act, an Independent Director may hold office for two consecutive terms of up to 5 consecutive years each. The Nomination and Remuneration Committee ("NRC") recommended the re-appointment of Mr. Niraj Nabh Kumar as an Independent Director for a second term of five consecutive years ending on 14th February 2030.

While recommending his re-appointment, the NRC considered the following outcome of his performance evaluation: a) Her broad spectrum of skills and experience as a leader and a successful track record spanning over four decades in finance, administration, corporate governance, regulatory frameworks, and government functioning, significantly enhances the overall skill diversity of the Board. b) His valuable guidance and insights provided to the Board, Committees and Senior Management on various aspects including transforming businesses and advisory. c) His active engagement in the deliberations of the Board and the Committee meetings of the Company and regularity in attending the meetings reflecting his exemplary time commitment and dedication.

The Board of Directors, after considering the NRC recommendations and performance evaluation, in its meeting held on 11th August, 2025, recommended the re-appointment of Mr. Niraj Nabh Kumar as an Independent Director. In the opinion of the Board, he is a person of integrity and considering his skills and relevant experience in the Finance and Administration, his re-appointment would be in the interest of the Company.

He fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Appointment Rules") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for his re-appointment as an Independent Director and he is independent of the management.

In view of the above, it is proposed to re-appoint Mr. Niraj Nabh Kumar as an Independent Director on the Board of the Company for a second consecutive term of five consecutive years, not liable to retire by rotation.

In terms of the provisions of Section 160(1) of the Act, the Company has received a notice in writing proposing his candidature for re-appointment as an Independent Director of the Company.

The Company has received from Mr. Niraj Nabh Kumar (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to the Appointment Rules, (ii) intimation in Form DIR-8 pursuant to the Appointment Rules, to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act, and (iii) a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulations 16(1)(b) & 25(8) of the Listing Regulations. He has confirmed that he has not been debarred or disqualified by SEBI / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as director of companies. He has also confirmed that he is in compliance with Rule 6(1) and 6(2) of Appointment Rules with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The draft terms and conditions of his appointment are available on the website of the Company.

Except Mr. Niraj Nabh Kumar, and/ or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The Board recommends the resolution as set out in item no. 4 for approval of the Members by way of a Special Resolution.

Brief Profile of Mr. Niraj Nabh Kumar

Mr Niraj Nabh Kumar, aged 68 years is B.Sc., M.Sc. and IRS by qualification and have qualified various Professional and Management Development Courses. He Retired as Principal Commissioner [Ex-Officio Additional Secretary Government of India]. Mr. Kumar has served the Government of India in the Ministry of Shipping for 5 years as Deputy Chairman and Chairman of Jawaharlal Nehru Port Trust (JNPT). He also served as Chairman of India Ports Global Private Limited. He has also served for about 25 years in various positions in the Income Tax Department and the Ministry of Finance in Kolkata, Mumbai, New Delhi etc. He has expertise in Operational and Strategic Planning, Business Development Plan, handling high value and complex infrastructure development projects, PPP / Other Government and Private Projects, Financial and Fiscal Expertise and Regulatory Compliances. He is Expertise in all areas of management and highest-level experience in executive decision-making, policy direction, strategic business planning, and financial and personnel management.

Item No. 5

The Company had earlier raised funds through a preferential issue of its equity shares of face value Re. 1/- each ("Equity

Shares"), with the primary object of the offer being: "For LPG business expansion directly by the Company or through its subsidiaries, joint ventures, or associates, and for other general corporate business requirements." The Equity Shares are currently listed on BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the "Stock Exchanges").

The JNPT land parcel is one of the Company's most valuable assets owing to its strategic location near the port, strong rail connectivity, and potential for multiple applications. In view of evolving market dynamics, global trade conditions, and certain technical and strategic considerations, the management is reassessing the business environment to ensure optimal deployment of resources and assets. In this context, the Company proposes to utilize the proceeds of the preferential issue to support broader business objectives, including the development of an LPG terminal, construction of storage tanks to enhance capacity, and utilization of the land for ammonia and other chemical storage facilities, thereby ensuring optimized capacity expansion.

Accordingly, the Company proposes to broaden the objects of the issue as follows: (i) establishment of Infrastructure for handling Liquids and gases including LPG and ammonia tanks; (ii) business expansion, directly or through subsidiaries, joint ventures, or associates, for growth of existing businesses and entry into new opportunities in line with the Company's strategy; (iii) capital expenditure and working capital requirements of the Company, its subsidiaries, joint ventures, or associates; and (iv) general corporate purposes. This re-alignment is consistent with the Company's long-term focus on strengthening infrastructure, diversifying operations, and maximizing the value of its strategic assets.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The Board recommends the resolution as set out in item no. 5 for approval of the Members by way of a Special Resolution.

Item No. 6

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. The Board of Directors of the Company had appointed VKM & Associates, a firm of Practising Company Secretaries, as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide notification no. SEBI/LAD-NRO/GN/2024/218 dated 12th December 2024 has introduced 'SEBI (Listing Obligations and Disclosure Requirements) (Third



Amendment) Regulations, 2024' to establish detailed norms governing the appointment, re appointment, and removal of Secretarial Auditors in listed entities, effective from 31st December, 2024. The recent amendment mandates that the listed companies must obtain shareholders' approval for appointment of Secretarial Auditors. Pursuant to provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of Section 204 of the Companies Act, 2013 ("Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company, on recommendation of the Audit Committee, at their respective meetings held on 14th May, 2025, approved and recommended the appointment of VKM & Associates, Peer Reviewed Firm of Company Secretaries in Practice, and based on the recommendations of the Audit Committee and the Board of Directors, (Certificate of Practice No.: 4279 and Peer Review No. 1846/2022) as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years, commencing from FY 2025-26 till FY 2029-30.

The proposed fees payable to the Secretarial Auditors is upto ₹ 1,00,000/- (Rupees One Lakh only) plus taxes and reimbursement of actual out-of-pocket expenses incurred, if any, in connection with the Secretarial audit for the financial year ending March 31, 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors of the Company (referred to as the "Board", which expression shall include any Committee thereof) and the said Secretarial Auditors. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditors, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors.

The appointment of VKM & Associates is based on the Fulfilment of eligibility and qualification criteria prescribed under the Act and applicable Rules, Compliance with SEBI LODR Regulations, Independence of the audit firm, Industry-specific experience, Professional competence and the capability of the audit team, Quality and efficiency demonstrated in past assignments, independent assessment and peer review compliance.

The Secretarial Audit Firm has consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that they are not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of SEBI Listing Regulations. The Secretarial Audit Firm holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI) ensuring the highest standards in professional practices.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned

or interested (financially or otherwise), in the proposed Ordinary Resolution set out at Item No. 6 of this Notice.

The Board recommends the resolution as set out in item no. 6 for approval of the Members by way of an ordinary resolution.

Profile of VKM & Associates

VKM & Associates is a reputed firm of Practising Company Secretaries based in Mumbai, founded by Mr. Vijay Kumar Mishra, a seasoned professional who is both a Chartered Accountant and Company Secretary, and has been in practice since 1997. The firm is supported by a competent team comprising four qualified partners and five trainees. VKM & Associates caters to an impressive client base, including several listed companies and over large groups of private companies. The firm's core expertise lies in advising and handling secretarial matters related to corporate law, managing end-to-end assignments involving mergers, demergers, joint ventures, capital restructuring, liquidation, and winding up. They are also adept at conducting Secretarial Audits and Due Diligence Audits, establishing limited companies and LLPs, and ensuring compliance with related statutory requirements. The firm is registered with the Institute of Company Secretaries of India (ICSI) and holds a valid Peer Review Certificate issued by the Peer Review Board of ICSI.

Item No. 7

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of S K Agarwal & Associates, Cost Accountants (Firm Reg. No. 100322), to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2026.

In terms of the provisions of Section 148 of the Companies Act, 2013 (the 'Act') read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the Board recommends the remuneration of ₹ 1,75,000/- (Rupees One Lakh Seventy-Five Thousand only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, if any, to be paid to the Cost Auditor for the financial year 2025-26 for the ratification of Members.

The consent of the Members is sought for passing an ordinary resolution as set out in Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

None of the Directors, Key Managerial Personnel of the Company and their relatives, in any way, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution as set out in item no. 7 for approval of the Members by way of an ordinary resolution.

Annexure to Notice

Details of Directors seeking appointment/reappointment as required pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2):

Name of the Director	Mr. Shyam Nihate	Mr. Niraj Nabh Kumar	Ms. Amruta Pankaj Thali
Category	Executive Director-Terminal Operations	Non-Executive Independent Director	Non-Executive Independent Woman Director
Directors Identification Number (DIN)	08301025	03401815	11230644
Date of birth	24-02-1972	07-12-1957	02-02-1993
Age	53 years	68 years	32 years
Date of first Appointment	21-04-2023	15-02-2020	11-08-2025
Qualification	B.E. (Electronics & Power Engineering) from NIT Nagpur and Executive Post Graduate Programme in Management from IIM Indore	B.Sc., M.Sc. and IRS by qualification and have qualified various Professional and Management Development Courses	B.SC & LLB by qualification
Expertise in Specific Area	Mr Shyam Nihate has experience in the field of Operations, Sales & Marketing, Logistics and Supply Chain Management, PPP Project Management, Business Development of Greenfield projects, Statutory and Regulatory Compliances, Channel Management, Vendor Development and Customer Management.	More than 40 years expertise in Operational and Strategic Planning, Business Development Plan, handling high value and complex infrastructure development projects, PPP / Other Government and Private Projects, experience in executive decision-making, policy direction, strategic business planning, and financial and personnel management.	Practicing as a Lawyer and handling both civil and Criminal matters and having a good experience of four years in legal field. A dedicated legal professional with good experience in legal research, drafting, case management, and client advisory services.
Other Directorship (Including Directorship in public, private, foreign companies and insurance corporation)	GBC LPG Private Limited GC Port Infra Private Limited	Green Infrathink Foundation Hindustan Power Exchange Limited	Nil
Chairmanship/Membership of the committee of other companies in which position of Director is held	None	None	None
Past Remuneration	Being an Executive Director-Terminal Operations Mr. Shyam Nihate received a remuneration of ₹ 5.59 million in Financial year 2024-25	Being a Non-Executive Director, Mr. Niraj Nabh Kumar has received sitting fees for attending the Board/ its Committee meetings. The details of the sitting fees paid to him during the financial year ended March 31, 2025, have been provided in the Corporate Governance Report which forms part of the Annual Report.	Nil
Remuneration to be paid	Mr. Shyam Nihate shall be paid remuneration as per resolution passed by the members of the Company in 37 th AGM	Sitting fee for Meetings, attended by the Director within the limits prescribed under the Act. Apart from sitting fees, no other remuneration / commission shall be paid to the Director.	



Terms and conditions of appointment / re-appointment	Mr. Shyam Nihate was appointed as Executive Director-Terminal Operations for a period of five years with effect from 21 st April, 2023 to 20 th April, 2028, liable to retire by rotation.	Re-appointment as a Non-Executive Independent Director for a second term of five years, not liable to retire by rotation.	Appointment as a Non-Executive Independent Woman Director for a first term of five years, from 11 th August, 2025 to 10 th August, 2030, not liable to retire by rotation.
Number of Shares held in the Company	Nil	Nil	Nil
Resignation from Listed entities in the past three years	None	Sidh Automobiles Limited (resigned w.e.f 25 th October, 2024 as Independent Director)	None
No. of Board meetings attended during the year 2024-25	6 (Six) Board Meetings were held during the financial year 2024-25. All these meetings were attended by him.	6 (Six) Board Meetings were held during the financial year 2024-25. All these meetings were attended by him	Not applicable
Consent and Declarations	Mr. Shyam Nihate has given his consent to act as director of the Company and provided declarations as required under the provisions of the Companies Act, 2013.	Mr. Niraj Nabh Kumar has given his consent to act as director of the Company and provided declarations as required under the provisions of the Companies Act, 2013.	Ms. Amruta Pankaj Thali has given her consent to act as director of the Company and provided declarations as required under the provisions of the Companies Act, 2013.
Fulfilment of criteria	In the opinion of the Board, Mr. Shyam Nihate fulfills the conditions specified in the Act and the Rules made thereunder for such appointment.	In the opinion of the Board, Mr. Niraj Nabh Kumar fulfills the conditions specified in the Act and the Rules made thereunder for such appointment.	In the opinion of the Board, Ms. Amruta Pankaj Thali fulfills the conditions specified in the Act and the Rules made thereunder for such appointment.
Non-Disqualification u/s 164 of the Companies Act, 2013	Mr. Shyam Nihate is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. He has also given his consent and declarations as required under the Companies Act, 2013.	Mr. Niraj Nabh Kumar is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. He has also given his consent and declarations as required under the Companies Act, 2013.	Ms. Amruta Pankaj Thali is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. She has also given her consent and declarations as required under the Companies Act, 2013.
Recommendation of the Board	The Board recommends the resolution set out at Item No. 2, 3 & 4 of this Notice for approval of the Members of the Company.		
Relation with other Directors inter-se	None of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.		

By Order of the Board of Directors of
Ganesh Benzoplast Limited

Ekta Dhanda
Company Secretary & Compliance Officer
(ACS: 18796)

Mumbai, August 11, 2025

Registered Office:

Dina Building, First Floor,
53 Maharshi Karve Road,
Marine Lines (East), Mumbai - 400 002
CIN: L24200MH1986PLC039836

Email: investors@gblinfra.com

Website: www.ganeshbenzoplast.com