
G M B CERAMICS LIMITED

CIN: L26933OR1982PLC001049

Registered Office: Rajgangpur Sundergarh Odisha 770017

Tel. No: 033 2236-6204 / 06624 220609

Email: admin@gmbceramics.com

Website : www.gmbceramics.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTYFIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s G M B CERAMICS LIMITED WILL BE HELD ON MONDAY, 07th DAY OF, August 2023 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT RAJGANGPUR, SUNDERGARH ODISHA 770017 TO TRANSACT THE FOLLOWING BUSINESS :-

ORDINARY BUSINESS:

Item No. 1 -

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.

Item No. 2.

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

RESOLVED THAT M/s. G.K.TULSYAN & CO. Firm Registration No. 323246E, Chartered Accountants, having registered office at 3 Hungerfort Street Kokata 700017 are hereby appointed as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 41st Annual General Meeting of the Company until the conclusion of the 46th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

Item No. 3-Appointment of Mr. Mukesh Saraf (DIN: 00167015) as Director of the Company

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

RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 read with the Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the relevant rules made there under (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), approval

of the members be and is hereby accorded for appointment of Mr. Mukesh Saraf (DIN: 00167015) as Director of the Company with effect from the date of this meeting and who is liable to retire by rotation

RESOLVED FURTHER THAT the consent letter received from Mr. Mukesh Saraf (DIN: 00167015), pursuant to Section 152(5) of the Companies Act, 2013 and declaration under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, be and is hereby taken on record.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item No. 4–Appointment of Mrs. Shikha Sureka (DIN: 10133679) as Director of the Company

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

“RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 read with the Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the relevant rules made there under (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for appointment of Mrs. Shikha Sureka (DIN: 10133679) as Director of the Company with effect from the date of this meeting and who is liable to retire by rotation.

RESOLVED FURTHER THAT the consent letter received from Mrs. Shikha Sureka (DIN: 10133679), pursuant to Section 152(5) of the Companies Act, 2013 and declaration under Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, be and is hereby taken on record.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby authorized to sign and submit the form relating to appointment of Director with the Registrar of Companies and to do all such acts and things which are necessary to give effect to this resolution.”

By Order of the Board
G M B CERAMICS LIMITED

Shikha Sureka

Shikha Sureka
Company Secretary
Membership No. A31326

Dated: 30th May, 2023

NOTES:

A. MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Rules made there under a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent (10%) of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A member holding more than ten percent (10%) of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

1. The relevant statements to be annexed to the Notice pursuant to Section 102 of the Act.
2. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
3. Members are requested to:-
 - Bring their copies of the Annual Report and the attendance slip duly completed and signed at the meeting.
 - Quote their respective folio numbers for easy identification of their attendance at the meeting.
 - Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representative to attend this AGM, pursuant to Section 113 of the Act, through e-mail at **admin@gmbceramics.com** ; or by post to the Company at Rajgangpur Sundergarh Odisha-770017.
 - In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. Tuesday, 1st August, 2023 to Monday, 7th August, 2023 (Both days Inclusive) for the purpose of Annual General Meeting will be book closure period in terms of provisions of Section 91 of the Companies Act, 2013 for the purpose of AGM.
5. Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
6. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company / Registrar and Share Transfer Agents for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
7. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company in respect of shares held in physical form.
8. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrars.
9. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the electronic copy of the Annual Report 2022-23, Notice of the 41st AGM of the Company along with the Admission Slip and Proxy Form are being sent to all the members whose email ids are registered with the Company.
10. The Company unless any member has requested for a physical copy of the same.
11. Physical copy of the Annual Report for 2022-23, the Notice of the 41th AGM of the Company along with the Admission Slip and Proxy Form are being sent to those members who have not registered their email addresses with the Company.
12. Members may also note that the Annual Report for the financial year 2022-23 including the Notice convening the 41th Annual General Meeting will also be available on the Company's website **www.gmbceramics.com**, which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Rajgangpur Sundergarh for inspection during normal business hours on all the working days except Saturdays and Sunday. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the members may also send their requests to the designated e-mail ID: **admin@gmbceramics.com**
13. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed form SH - 13. Members desirous of making nominations may send their request in Form SH -13 in duplicate to the Company. Members may obtain a blank Form SH -13 upon request to the Company.

14. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
15. Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
16. E - Voting

(i) Remote e-voting will commence at 09.00 a.m. on Friday, 4th August, 2023 and will end at 5.00 p.m. on Sunday, 6th August, 2023, when remote e-voting will be blocked by NSDL.

(ii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Saturday 31st July, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.

A. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement), Regulation, 2015, the Company is pleased to provide members facility to exercise the right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place to other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- I. Remote e-voting will commence at 09.00 a.m. on Friday, 4th August, 2023 and will end at 5.00 p.m. on Sunday, 6th August, 2023, when remote e-voting will be blocked by NSDL. During this period members' of the Company, holding shares, either in physical form or dematerialized form as on the cut-off date of 31st July, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- II. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- III. The process and manner for remote e-voting are as under:
 - a. **In case a member receives an email from NSDL (for members whose email IDs are registered with the Company)**
 - i. Open email and open PDF file viz ;"remotee-voting.pdf" with your Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- ii. Note: Shareholders already registered with NSDL for e-voting will not receive the pdf file at "remote e-voting.pdf"
- iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iv. Click on Shareholder-Login
- v. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- vi. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. Home page of remote e-voting opens. Click on remote e-voting: Active e-Voting Cycles.
- viii. Select Electronic Voting Event No. **124403 (EVEN)** of "G M B CERAMICS LIMITED".
- ix. Now you are ready for remote e-voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. Together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **adubey87@gmail.com** with a copy marked to **evoting@nsdl.co.in**

b. In case a member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered or have requested the physical copy]:

- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for the AGM:

USER ID	PASSWORD

- (ii) Please follow all steps from Sl. No. (ii) to (xii) above to cast vote.

B. VOTING AT AGM

Members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of Ballot papers in this regard at the AGM Venue.

17. OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN forecasting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 31st July, 2023.
- 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 i.e. 31st July, 2023, may obtain the login ID and password by sending an email to admin@gmbceramics.com or a request at evoting@nsdl.co.in or Issuer/RTA by mentioning their Folio No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Mr. Anil Kumar Dubey, Practicing Company Secretary (Membership No 9488 and CP No - 12588) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in affair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.

- XI. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.gmbceramics.com and on the CSE Limited, where the shares of the Company are listed.
- XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e., 7th August, 2023.
18. The route map showing directions to reach to the venue of the 41ST AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2.
19. All documents referred to in the Notice and Explanatory Statements will be available for inspection at the registered office and the administrative office of the Company, between 12.30 PM and 3.30 PM on all working days (i.e. except Saturdays and Public holidays) up to the date of this AGM.
20. The names and address of the Stock Exchanges where at the Company's Equity Shares are listed, are given below: **-The Calcutta Stock Exchange Limited** 7, Lyons Range, Kolkata - 700 001.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to ordinary business mentioned in the accompanying notice for convening the EGM of the Company.

Item No. 3

Company has received request to induct more Directors in the Company, therefore in order to strengthen the Companies workings and fulfilling the objects of the Company, therefore in this regard the Board have decided to induct Mr. Mukesh Saraf as Director of the Company for better corporate governance.

The Company has received the following from Mr. Mukesh Saraf:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- iii. The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the director(s). Based on those attributes, the NRC recommended the candidature of Mr. Mukesh Saraf. The Board noted that Mukesh Saraf's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as a Director.

The Board was satisfied that the appointment of Mukesh Saraf is justified due to the following reasons:

- He has diverse career spanning three decades and has extensive experience in industry in the fields of administration, finance, Information Technology and marketing. He has extensive experience in Technology, ESG and Corporate Governance.

No director, KMP or their relatives except Mukesh Saraf, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to ordinary business mentioned in the accompanying notice for convening the EGM of the Company.

Item No. 4

Company has received request to induct more Directors in the Company, therefore in order to strengthen the Company's workings and fulfilling the objects of the Company it was advised to appoint a woman Director in the Company.

The Company has received the following from Mrs. Shikha Sureka:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- ii. Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the woman director(s). Based on those attributes, the NRC recommended the candidature of Mrs. Shikha Sureka. In the opinion of the Board, Shikha Sureka fulfils the conditions in the Act, the Rules made there under, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Shikha Sureka's skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Women Director.

The Board was satisfied that the appointment of Shikha Sureka is justified due to the following reasons:

- She is member of Institute of Company Secretaries of India and expertise in Corporate Law, finance and Corporate Governance.

A copy of the draft letter for the appointment of Shikha Sureka as a Woman Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Monday, August 7, 2023.

The resolution seeks the approval of members for the appointment of Shikha Sureka as woman Director of the Company and she will be liable to retire by rotation pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made there under including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

No director, KMP or their relatives except Shikha Sureka, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the Ordinary resolution as set out in Item no. 4 of this notice for the approval of members.

By Order of the Board
G M B CERAMICS LIMITED

Shikha Sureka

Shikha Sureka
Company Secretary
Membership No. A31326

Dated: 30th May, 2023