

Admin. Off.: Cello House, Corporate Avenue, 'B' Wing, 1st Floor,
Sonawala Road, Goregaon (E), Mumbai - 400 063, (India).

- T.: (022) 2686 3426 / 2686 3427 / 2686 4630
- E : wimplast@celloworld.com
- W : www.cellowimplast.com, www.cellobubbleguard.com



(An ISO 9001: 2008 Company)

July 19, 2023

To,

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code: 526586

Scrip ID: WIMPLAST

Sub: Notice of 35th Annual General Meeting of the Company

Dear Sir/ Madam,

This is to inform you that the 35th Annual General Meeting ("AGM") of the Members of the Company will be held on Friday, August 11, 2023 at 11.00 am (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the business as set out in Notice convening the said AGM in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

In compliance with the relevant circulars, the 35th Annual Report of the Company for the Financial Year 2022-23, along with Notice of the AGM have been sent through electronic mode to the shareholders of the Company whose email addresses are registered with the Company/ Depositories/ Registrar and Transfer Agent.

Thanking you.

Yours faithfully,

For Wim Plast Limited

DARSHA YASH ADODRA
Digitally signed by
DARSHA YASH ADODRA
Date: 2023.07.19 19:17:00
+05'30'

Darsha Adodra

Company Secretary & Compliance Officer

(Mem. No. A32331)

Encl: A/a

NOTICE

WIM PLAST LIMITED

CIN - L25209DD1988PLC001544

Registered Office – Survey No. 324 / 4 to 7, of Kachigam, Village Kachigam, Swami Narayan Gurukul Road,
Nani Daman, Daman – 396210. Mob.: +91 93772 83454,

Email - wimplast@celloworld.com Website - www.cellowimplast.com

Notice of 35th (Thirty-fifth) Annual General Meeting

Notice is hereby given that the 35th Annual General Meeting (AGM) of the Members of Wim Plast Limited (“Company”) will be held on **Friday, August 11, 2023 at 11.00 a.m. (IST) through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”)** to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - The Audited Standalone 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.
 - The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.
- To declare Final Dividend of ₹ 8.50/- per Equity Share for the financial year ended 31st March, 2023.
- To appoint a Director in place of Ms. Karishma P. Rathod (DIN-06884681), who retires by rotation and being eligible, offers her candidature for re-appointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration to the Cost Auditor for the financial year 2023-24

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) inclusive of out-of-pocket expenses as may be payable to Pradip Mohanlal Damania, Cost & Management Accountant (FRN: 101607), who has been appointed by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the financial year ending on 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

5. Re-appointment of Ms. Rasna R. Patel (DIN: 08273754) as Non-Executive Independent Director for a second term of 5 (five) years w.e.f. 4th November, 2023

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 Section 149 and 152 read with Schedule IV to the Companies Act, 2013 (hereinafter referred to as the “Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions of the Listing Regulations, Ms. Rasna R. Patel (DIN: 08273754), Independent Director of the Company, who is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom based on her evaluation of performance, the Nomination and Remuneration Committee has recommended her re-appointment to the Board, be and is hereby re-appointed as a Director (Non-Executive, Independent) of the Company to hold office for a second term of 5 (Five) years, commencing from 4th November, 2023 to 3rd November, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

NOTICE

By order of the Board
For Wim Plast Limited

Mumbai
May 29, 2023

Pradeep G. Rathod
CEO, Chairman & Managing Director
(DIN: 00027527)

Registered Office:

Survey No. 324 / 4 to 7, of Kachigam, Village Kachigam,
Swami Narayan Gurukul Road, Nani Daman – Daman – 396210, Maharashtra, India

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as “the Act”), setting out material facts concerning the business under Item No. 4 and 5 of the accompanying Notice is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Clause 1.2.5 of SS-2 (Secretarial Standards – 2) on General Meetings by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Director under Item no. 3 and 5 of the Notice, is also annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has vide its circulars dated May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 read with the circular dated April 8, 2020, April 13, 2020 and December 28, 2022 (collectively referred as “MCA circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue till September 30, 2023. In compliance with the MCA circulars and SEBI circulars, the 35th AGM of the Members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA 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 and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising it’s representative to attend the 35th AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address at hs@hspnassociates.in with copies marked to the Company at investor.grievances@celloworld.com and to its RTA at instameet@linkintime.co.in.
5. Members attending the 35th AGM through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
6. As per the provisions of Clause 3.A.III of the General Circular No. 20/ 2020 dated 5th May, 2020 issued by MCA, the matter of Special Business as appearing at Item No. 4 and 5 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
7. The Members may join the 35th AGM through VC/ OAVM facility from 10.30 AM onwards i.e. 30 minutes before the scheduled time of the commencement of the AGM, by following the procedure mentioned in the Notice.
8. The Notice of the 35th AGM of the Company along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circulars issued by SEBI dated May 12, 2020 and January 5, 2023. The Company shall send a physical copy of the Annual Report to those Members, upon receipt of the request from such Members at investor.grievances@celloworld.com mentioning their Folio No./DP ID and Client ID. Members may note that the Notice of 35th AGM and Annual Report for the financial year 2022-23 will also be available on the Company’s website www.cellowimplast.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. Members shall attend and participate in the 35th AGM through VC/OAVM facility only.

NOTICE

9. The Board has recommended Final Dividend of ₹ 8.50/- per share i.e. 85% on 1,20,03,360 Equity Shares of ₹ 10/- each. The dividend if sanctioned at the AGM, will be paid subject to deduction of Tax at Source to those members who hold shares either in physical form or in dematerialized form on the close of Friday, August 4, 2023. The dividend will be credited/ dispatched to the Members on or after the 5th day from the date of AGM i.e. August 16, 2023.
10. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, August 5, 2023 to Friday, August 11, 2023 (both days inclusive)** for the purpose of the 35th AGM of the Company and for the payment of dividend.
11. In accordance with the relevant provisions of the Income Tax Act, 1961 and read with Finance Act 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of Members and the Company is required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company/ Link Intime India Pvt. Ltd. (LI IPL) (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

A Resident individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source **by email** to Registrar address rnt.helpdesk@linkintime.co.in or investor.grievances@celloworld.com latest by August 2, 2023. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to rnt.helpdesk@linkintime.co.in or investor.grievances@celloworld.com latest by August 2, 2023.

12. Members will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <http://www.tdscpc.gov.in/app/tapn/tdstcscredit.xhtml>.
13. Since the 35th AGM will be held through VC/OAVM, the route map for the AGM venue is not annexed.
14. Members are requested to:

- i) Register their correct email ID and correct Bank Account details:

In case the Members email ID is already registered with the Company/Registrar & Share Transfer Agent (“RTA”)/ Depositories, then the login details for e-voting are sent on the registered email address.

In case the Member has not registered his/her/their email address with the Company/it’s RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- a) In the case of Shares held in Physical mode:

The Member may please email to RTA at rnt.helpdesk@linkintime.co.in or the Company at investor.grievances@celloworld.com.

- b) In the case of Shares held in Demat mode:

The Member may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

- ii) Intimate the RTA, M/s. Link Intime India Pvt. Ltd. for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.

15. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has made it mandatory for all shareholders holding shares in physical form to furnish nomination details to the Company / RTA. Shareholders can register their nomination details in Form SH-13 or they can choose to give declaration to opt out of Nomination by filing Form ISR-3. In case of shareholder holding shares in physical form wishes to change the nominee or cancel the nomination then Form SH-14 needs to be filled. The forms mentioned above are available on the website of the Company as well as on the website of RTA.
16. In case of joint holders attending the 35th AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. SEBI has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) specimen signature and nomination details by all Members holding shares in physical form.

In accordance with the SEBI circular, the folios wherein any one of the cited details / documents are not available, on or after 1st October 2023, shall be frozen.

NOTICE

The investor service requests forms for updation of said details viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular is available on our website at <https://celloimplast.com/shareholder-services/> and also on RTA's website at <https://web.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. In view of the above, we urge the Members to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company had sent a letter to the Members holding shares in physical form in relation to the aforesaid on 19th May, 2023. Members who hold shares in dematerialized form and wish to update their PAN, KYC and nomination details are requested to contact their respective Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Pvt. Ltd. at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.

18. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending e-mail to Company on investor.grievances@celloworld.com. Electronic copies of necessary statutory registers and auditors report/certificates will be available for inspection by the members at the time of AGM.
19. Members desirous of obtaining any information relating to the accounts are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, to enable the management to keep the information ready.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. As per Regulation 40 of SEBI Listing Regulations, as amended, and SEBI Circular dated September 07, 2020, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2021.
22. Further in compliance of SEBI circular dated January 25, 2022, following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-
 - i. Issue of duplicate share certificate
 - ii. Claim from unclaimed suspense account
 - iii. Renewal / Exchange of securities certificate
 - iv. Endorsement
 - v. Sub-division / splitting of securities certificate
 - vi. Consolidation of securities certificates / folios
 - vii. Transmission
 - viii. Transposition

For this purpose, the securities holder / claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the Company as well as on the website of RTA. The aforementioned form shall be furnished in hard copy form.

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 dematerialized form. Members can contact the Company or Link Intime India Private Limited, Company's RTA for assistance in this regard.

23. Electronic Credit of Dividend

The Company would encourage the Members to opt for electronic credit of dividend. The system is administered by RBI, which ensures faster credit of dividends, as dividends are directly credited in electronic form to the bank accounts of the Member.

Moreover, by availing this facility, Members avoid the risk of loss / damage of dividend warrants in transit or fraudulent encashment. Members holding shares in physical form and who have not opted for the above system may provide the required data to M/s. Link Intime Pvt. Ltd. in the requisite form.

Members holding shares in the demat form are requested to provide details to NSDL/CDSL through their respective depository participants. It may be noted that if the Members holding shares in demat form provide the details directly to the Company, the Company will not be able to act on the same and consequently dividends cannot be remitted through electronic credit.

24. Consolidation of Shares under one folio

The Company would urge Members holding shares of the Company under different folios to consolidate the shares under one folio. This would substantially reduce paperwork and transaction costs and benefit the Members and the Company. Members can do so by writing to the Registrar with details on folio numbers, order of names, shares held under each folio and the folio under which all shareholdings should be consolidated. Share certificates need not be sent.

NOTICE

25. The Members who hold shares in physical mode and have not registered their e-mail address, may register their email ids with the Company / RTA (Link Intime India Private Limited) to enable the Company to send Notices of General Meeting / Postal Ballot, Annual Report and other Members communication by electronic mode.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with RTA (in case of Shares held in physical form).

26. **Details of the Unpaid Dividend:**

Pursuant to the provisions of Section 124(5) of the Act, dividend for the financial year ended 2016-17 and thereafter, which has not been paid or claimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) Authority established by the Central Government.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:-

Financial Year	Date of declaration of Final / Interim Dividend	Amount Outstanding as on 31 st March 2023 (in ₹)	Due date for transfer to I.E.P.F.
2016-17	12/08/2017	11,12,377	11/09/2024
2017-18	03/08/2018	7,67,760	02/09/2025
2018-19	10/08/2019	6,77,551	09/09/2026
2019-20 (Interim)	14/03/2020	10,62,040	13/04/2027
2020-21	07/08/2021	4,48,907	06/09/2028
2021-22	05/08/2022	6,18,291	04/09/2029

Members who have not so far encashed their dividend warrant(s) for the financial year 2016-17 or any subsequent financial year(s) are requested to make their claim to the office of the RTA, Link Intime India Private Limited. The Members are requested to note that no claims shall lie against the Company and against the said fund in respect of any amounts remained unclaimed for a period of 7 years from the dates that they first became due for payment.

The details of the unpaid / unclaimed amounts lying with the Company as on 5th August, 2022 (date of last AGM) are available on the website of the Ministry of Corporate Affairs.

The Member(s) whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the IEPF Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/>. All correspondences should be addressed to the RTA of the Company viz. Link Intime India Private Limited (UNIT: Wim Plast Limited), C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083, Tel: 022- 49186270, e-mail: rnt.helpdesk@linkintime.co.in.

27. Pursuant to provisions of Section 124(6) and IEPF Authority(Accounting, Audit, Transfer and Refund) Rules, 2016, as amended by time to time, Company has transferred 20,660 Nos. of Equity Shares to IEPF Accounts pertaining to unpaid/unclaimed Dividend for the F.Y. 2014-15 and is in the process of transferring shares pertaining to unpaid/unclaimed Dividend for the F.Y. 2015-16.

28. **Voting through electronic means (Remote E-voting):**

- i) In compliance with the provisions of Section 108 of the Act, 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 Regulations, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 35th 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 other than venue of the AGM (“remote e-voting”) will be provided by Link Intime India Private Limited (LI IPL).
- ii) The remote e-voting period commences on **Tuesday, August 8, 2023 (9:00 a.m. IST)** and ends on **Thursday, August 10, 2023 (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 cut-off date (record date) of Friday, 4th August, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL e-voting platform for voting thereafter.
- iii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 4th August, 2023, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice.
- iv) The Members who had cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again.
- v) The facility for e-voting at the AGM will be available and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.

NOTICE

- vi) The Company has appointed Mr. Hemant S. Shetye, Designated Partner of M/s. HSPN & Associates LLP, Practicing Company Secretaries as Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- vii) The scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast In favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- viii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://cellowimplast.com/> and on the website of LIPL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE"), where the shares of the Company are listed.
- ix) The Resolution shall be deemed to be passed on the date of AGM i.e. August 11, 2023 subject to receipt of sufficient votes.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various E-voting Service Provider (ESP) portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are 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>
 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. 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, the 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.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants 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 the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

NOTICE

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. **User ID:**
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 *Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
 *Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click at least one numeral, at least one alphabet a
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 49186270.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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
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 contact at toll free no. 1800 22 55 33



NOTICE

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Process and manner for attending the Annual General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

- Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
 - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company mentioning their name, demat account no./folio no., email id, mobile no. at investor.grievances@celloworld.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

NOTICE

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

NOTICE**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/
RE-APPOINTMENT AT THE 35TH ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations, and clause 1.2.5 of Secretarial Standard –
2 on General Meetings issued by the Institute of Company Secretaries of India)

The details of Board and Committee meetings attended by the below mentioned Directors during the year 2022-23 are stated in the Corporate Governance Report, which forms part of this Annual Report.

Name of the Director	Ms. Karishma P. Rathod	Ms. Rasna R. Patel
DIN	06884681	08273754
Item No.	3	5
Date of Birth and Age	October 24, 1990 (32 years)	April 10, 1992 (31 Years)
No. of Shares held as on March 31, 2023	Nil	Nil
Date of first appointment on the Board	June 1, 2014	November 05, 2018
Date of Appointment in the current term	June 13, 2020	November 05, 2018
Qualifications/ Brief resume	BLS. and LLB. degree from Mumbai University LLM Degree from London University MBA in Marketing	Company Secretary from Institute of Company Secretaries of India Law Graduate from Mumbai University Diploma in Securities Market
Experience/ Expertise in specific functional areas	Ms. Karishma P. Rathod is a young lawyer turned entrepreneur. She has post-qualification experience of more than 10 years. Her proficiency is in corporate and real estate laws. She has good exposure in drafting and negotiating concession agreements, sale deeds, finalizing tenders, general corporate matters and commercial contracts, etc. She has created a business enterprise with her brand "ANVAAYA" which is truly loved by women. She has a keen understanding of design and aesthetics, besides being aware of contemporary trends and consumer psyche. She has been an active member of the Board since 2014.	Ms. Rasna R. Patel has experience of 8 years in corporate and commercial practice. She is currently working with a New Jersey based law firm remotely and assists the attorneys on international laws for corporate matters, labour and employment, commercial contracts, mergers and acquisitions at global level. Previously in her career, she has worked with reputed law firms such as ALMT Legal, Juris Corp and Parinam Law Associates and has proven to be effective and collaborative with strong teamwork talents. Her immense experience in the legal field and understanding of various corporate laws adds enormous value to the Company by helping it in legal matters.
Terms and conditions of appointment or re-appointment	The details are provided in the resolution at item no. 3 of this Notice.	As detailed in Explanatory Statement above for Item No. 5 of this Notice.
Fulfilment of Skills and Capabilities for Role (for Independent Directors)	Not Applicable	Complied with the requirements
Details of remuneration and remuneration last drawn	Details of remuneration is provided in Corporate Governance Report forming part of Annual Report for the F.Y. 2022-23	
*Directorships held in other Public Companies as on March 31, 2023	Nil	Nil
Listed entities from which Director resigned in the past three years	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	Daughter of Mr. Pradeep G. Rathod, Niece of Mr. Pankaj G. Rathod and Sister of Mr. Gaurav P. Rathod.	Nil
Number of Board meetings attended during the year	Details mentioned in the Corporate Governance Report.	
**Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2023	Nil	Nil
**Chairman/Member of the Committee of the Board of Directors of other Public Companies as on March 31, 2023	Nil	Nil

* Directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded.

** Membership and Chairmanship of only Audit Committees and Stakeholders' Relationship Committees have been included in the aforesaid table.

NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

Item No. 4

On recommendation of the Audit Committee, the Board has approved the appointment and remuneration of Pradip Mohanlal Damania, Cost & Management Accountant (FRN: 101607), as Cost Auditor of the Company at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) inclusive of out-of-pocket expenses for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2024.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought by passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5

The Members of the Company, at the 31st AGM held on August 10, 2019 had approved the appointment of Ms. Rasna R. Patel (DIN: 08273754), as an Independent Director of the Company, for a period of five consecutive years w.e.f. 5th November, 2018 and whose current period of office is expiring on 4th November, 2023.

Pursuant to the provisions of Section 149(10) of the Act, an Independent Director shall be eligible for re-appointment on passing of a Special resolution by the Company.

The Company has received a notice in writing from a member of the Company under the provisions of Section 160(1) of the Act, as amended by the Companies (Amendment) Act, 2017, proposing her candidature for the office of Independent Director of the Company.

Ms. Rasna R. Patel, Non-Executive Independent Director of the Company, being eligible for re-appointment, has given her consent as well as requisite disclosures along with a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended. In the opinion of the Board of Directors of the Company, she fulfills the conditions specified in the Act & Rules framed there under and the SEBI Listing Regulations as amended for re-appointment of Independent Director.

A brief profile of Ms. Rasna is given in the table above on "Details of the Directors seeking appointment/re-appointment in forthcoming 35th AGM".

She has attended three Board meetings during the financial year 2022-23 as per details provided in Corporate Governance report which forms a part of the Annual Report.

Based on the performance evaluation of Ms. Rasna R. Patel, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 29th May, 2023 have approved and recommended the reappointment of the aforesaid Independent Director, for a second term of five years, upto the conclusion of the 40th AGM, subject to the approval of the Members, as provided in the resolution, and she shall not be liable to retire by rotation at the AGM as provided under Section 152(6) of the Act. A justification for her re-appointment including a summary of performance evaluation and other details as prescribed under Secretarial Standards on General Meetings would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, Sundays and public holidays between 11.00 a.m. to 5.00 p.m. up to the date of the AGM.

Further, as per the requirement of the Circular No. List/Comp/14/2018-19 dated 20th June, 2018 issued by BSE on the subject of enforcement of SEBI Orders regarding appointment of Directors by listed companies we hereby affirm that the she is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority.

Copy of the draft letter for appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, Sundays and public holidays between 11.00 a.m. to 5.00 p.m. upto the date of the 35th AGM.

The Board of Directors considers that Ms. Rasna has requisite expertise, versatility, extensive and enriched experience that will be of benefit to the Company. In the opinion of the Board, Ms. Rasna fulfills the conditions specified in the Act and is independent of the management. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

NOTICE

The Board recommends passing of the Resolution at Item No. 5 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms. Rasna, are in any way concerned or interested in the Resolution, as set out in item no. 5 of the Notice.

By order of the Board
For Wim Plast Limited

Mumbai
May 29, 2023

Registered Office:

Survey No. 324 / 4 to 7, of Kachigam, Village Kachigam,
Swami Narayan Gurukul Road,
Nani Daman – Daman – 396210, Maharashtra, India

Pradeep G. Rathod
CEO, Chairman & Managing Director
(DIN: 00027527)