

## Notice

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting ("AGM") of the Members of Gopala Polyplast Limited scheduled to be held on Monday, September 27, 2021 at 12:30 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

**Item No. 1 - To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended on March 31, 2021 and the Report of the Board of Directors and Auditors thereon by passing of Ordinary resolution as under**

"Resolved that Audited Financial Statements of the Company for the financial year ended March 31, 2021, and the reports of the Board of Directors and Auditors thereon laid before this meeting be and are hereby received, considered and adopted."

### SPECIAL BUSINESS:

**Item No. 2 - To Appoint Mr. Anil Goyal (DIN-03071035) as a Chairperson, Non- Executive Non-Independent Director of the Company by passing of Ordinary Resolution as under**

"RESOLVED THAT pursuant to the provisions of section 149, section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Anil Goyal (DIN- 03071035) , who was appointed as an additional director (Chairperson, Non-Executive and Non Independent) of the Company with effect from October 21, 2020 pursuant to section 161 of the Act and who holds office upto the date of ensuing annual general meeting and on the recommendation of Nomination and Remuneration Committee of the Company, proposing his candidature for the office of Director as Non-Executive- Non Independent Director- Chairperson of the Company, be and is hereby appointed as the director of the Company whose term shall be liable to retire by rotation.

"FURTHER RESOLVED THAT Any of the Directors or Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution."

**Item No. 3 - To Appoint Mr. Prakash Parekh (DIN-0158264), as Director of the Company by passing of Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of section 149, section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") {including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force}, Mr. Prakash Parekh (DIN-0158264), who was appointed as an additional director of the Company with effect from October 21, 2020 pursuant to Section 161 of the Act and who holds office upto the date of ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as the director of the Company.

"FURTHER RESOLVED THAT Any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution."

**Item No. 4 - To Appoint Mr. Prakash Parekh (DIN-0158264) as Managing Director of the Company by passing of Special Resolution as under**

"RESOLVED THAT pursuant to the provisions of sections 149, section 152, section 188, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and subject to the approval of the Central Government, as may be required, Mr. Prakash Parekh (DIN-0158264) who was appointed as Managing Director in Board Meeting dated October 29, 2020, be and is hereby appointed as the Managing Director of the Company, to hold office for a period of three years with effect from October 29, 2020 on the terms and conditions of appointment including payment of remuneration with effect from October 29, 2020 as below:

**I. PERIOD:**

The term of the Managing Director shall be for a period of 3 years from October 29, 2020 to 28<sup>th</sup> October, 2023 subject to liable to retire by rotation.

**II. REMUNERATION:**

**A. SALARY:**

The Managing Director shall be entitled to salary upto 8,50,000.00 /- per month.

**B. PERQUISITES:**

- 1) The Managing Director shall be entitled for reimbursement of medical expenses for himself and family members, subject to a ceiling of half month's salary per year or one and half month's salary over a period of three years.



- 2) Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income- tax Act, 1961.
- 3) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- 4) Encashment of leave at the end of the tenure.
- 5) Free use of Company's car with driver for Company's business and free telephone facility at residence.
- 6) Leave Travel Concession for self and family at a rate not exceeding one month's salary for one year or three months' salary in a block of three years.

**III.** The Managing Director shall be entitled for reimbursement of expenses incurred by him in connection with the business of the Company.

**IV. DUTIES:**

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial powers of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.

**V. TERMINATION:**

The Managing Director may be removed from his office for gross negligence, breach of duty or trust if the Company in its General Meeting to that effect passes a special resolution. The Managing Director may resign from his office by giving 90 days' notice to the Company.

**VII. COMPENSATION:**

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the remuneration up to the limits mentioned above be paid to Mr. Prakash Parekh even in the years of losses or inadequacy of profits as minimum remuneration defined under Section 197 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the appointment of Mr. Prakash Parekh (DIN-0158264) as Managing Director of the Company for period from October 29, 2020 till date of approval of shareholder, be and is hereby approved and ratified by the members of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors within the maximum amounts payable to the Directors in

terms of the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT Any Director or Key Managerial Personnel of the Company, be and is hereby severally authorised and directed to file necessary forms with the Ministry of Corporate Affairs / Registrar of Companies, Gujarat, Ahmedabad and take necessary actions for effective implementation of the Resolution."

**Item No. 5 - To Appoint Ms. Meenu Maheshwari (DIN-07113136) as a Non- Executive Independent Director of the Company by passing of Special Resolution as under**

"RESOLVED THAT pursuant to the provisions of section 149, section 150, section 152, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Meenu Maheshwari (DIN-07113136), who was appointed as an Additional Director (non-executive independent director) of the Company with effect from October 21, 2020, pursuant to section 161 of the Act and who holds office upto the date of ensuing annual general meeting and who has submitted the declaration that she meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from October 21, 2020 to October 20, 2025.

"FURTHER RESOLVED THAT Mr. Prakash Parekh, Managing Director, or any Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution."

**Item No. 6 - To Appoint Mr. Bhaveshkumar Jain (DIN-07087023) as Director of the company by passing of Special Resolution**

"RESOLVED THAT Mr. Bhaveshkumar Jain (DIN-07087023), who was appointed as an Additional Director cum Chief Financial Officer with effect from December 15, 2020 on the Board of Directors of the

Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and whose appointment as an Director is recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as an Director of the Company and his tenure shall be liable to retire by rotation”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 188, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and subject to applicable provisions of the SEBI (LODR) Regulation 2015, and subject to the approval of the Central Government, as may be required, Mr. Bhaveshkumar Jain (DIN-07087023) be and is hereby appointed as the Director cum Chief Financial Officer of the Company at remuneration and with terms and conditions as may be decided by Board of directors in consultation with Nomination and Remuneration Committee which shall be paid even in the years of losses or inadequacy of profits as minimum remuneration defined under Section 197 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted/to be constituted by the Board) be and is hereby authorized to vary, alter, enhance, or widen the scope of remuneration (including Fixed Salary, Incentives & Increments thereto and retirement benefits) payable to Mr. Bhaveshkumar Jain (DIN-07087023), during his tenure (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company.

“FURTHER RESOLVED THAT Mr. Prakash Parekh, Managing Director, or any other Director, or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

**Item No. 7 - To Appoint Mr. Subir Kumar Das (DIN-02237356) as Non Executive Independent Director of the Company by passing of Special resolution**

“RESOLVED THAT pursuant to the provisions of section 149, section 150, section 152, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Subir Kumar Das (DIN-02237356), who was appointed as an Additional

Director (non-executive independent director) of the Company with effect from February 03, 2021 pursuant to section 161 of the Act and who holds office upto the date of ensuing annual general meeting and who has submitted the declaration that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from February 03, 2021 to February 01, 2026.

“FURTHER RESOLVED THAT Mr. Prakash Parekh, Managing Director, or any other Director, or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

**Item No. 8 - To Appoint Mr. Sandeep Motilal Shah (DIN-01850151) as Non Executive Independent Director of the Company by passing of Special Resolution**

“RESOLVED THAT pursuant to the provisions of section 149, section 150, section 152, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sandeep Motilal Shah (DIN-01850151), who was appointed as an Additional Director (non-executive independent director) of the Company with effect from August 09, 2021, pursuant to section 161 of the Act and who holds office upto the date of ensuing annual general meeting and who has submitted the declaration that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from August 09, 2021 to August 08, 2026.”

“FURTHER RESOLVED THAT Mr. Prakash Parekh, Managing Director, or any other Director, or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”



**Item No. 9 - To Appoint Mr. Ashutosh Maheshvari (DIN-00001582) as Non Executive Independent Director of the Company by passing of Special Resolution**

“RESOLVED THAT pursuant to the provisions of section 149, section 150, section 152, schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashutosh Maheshvari (DIN-00001582), who was appointed as an Additional Director (non-executive independent director) of the Company with effect from August 09, 2021 pursuant to section 161 of the Act and who holds office upto the date of ensuing annual general meeting and who has submitted the declaration that he meets the criteria of independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and in respect of whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years with effect from August 09, 2021 to August 08, 2026.”

“FURTHER RESOLVED THAT Mr. Prakash Parekh, Managing Director, or any other Director, or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution.”

**Item No. 10 - To Approve the change in the name of Company from Gopala Polyplast Limited to HCP Plastene Bulpack Limited and consequent amendment in Memorandum and Articles of Association of the Company by passing of Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and subject to the approval of the Central Government ( Power delegated to Registrar of Companies) or any other authority as may be necessary, the consent of the members be and is hereby given to change the name of the Company from “Gopala Polyplast Limited” to “HCP PLASTENE BULKPACK LIMITED” and the name clause in the Memorandum of Association be substituted as under-

“The Name of Company is HCP PLASTENE BULKPACK LIMITED”

“RESOLVED FURTHER THAT pursuant to Section 13, 14 and other applicable provisions, if any, of the Act, upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent

upon change of name, the old name “Gopala Polyplast Limited” wherever as appearing in the Memorandum of Association and Articles of Association and other relevant documents, papers, and places of the Company, as applicable, be substituted by the new name “ HCP PLASTENE BULKPACK LIMITED”

“RESOLVED FURTHER THAT Managing Director or any other Director or Key Managerial Personnel of the Company or Board of Director, be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary, expedient or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board or any Key Managerial Personnel, to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company.”

**Item No. 11 - To Amend the object clause in the Memorandum of Association of the Company as per Companies Act 2013 by passing of Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 4 , 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s), consent(s), permissions and sanctions, if any, from the Registrar of Companies, Gujarat and/or any other appropriate authority(ies), which the Board of Directors (hereinafter referred to as “the Board”, which includes any of duly constituted Committee of one or more Directors) is authorised to accept as it may deem fit, the approval of the Company be and is hereby accorded for effecting the following modifications, additions and amendments in the existing Memorandum of Association of the Company:-

- (a) “The words ‘Companies Act, 1956’ in the existing Memorandum of Association shall be substituted with the words ‘Companies Act, 2013’, wherever required under the applicable provisions”
- (b) The existing Object Clause III (B) and (C) of the Memorandum of Association of the Company be and are hereby substituted with Clause III (B) along with sub- clause no 1 to 55 as under-

**[B] MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:**

1. To carry on the business in India or elsewhere of manufacturers and dealers, importers and exporters of electronics, electronic instruments and all types of electronic goods.
2. To manufacture, purchase or acquire various apparatus, machinery, plant and equipment, appliance, chemicals and other materials necessary or requisite for the manufacture of plastics and plastic goods, required for the manufacture of plastic containers.

3. To undertake manufacturing of or otherwise deal in machineries, machine parts, machine tools, and P.V.C. machinery and their accessories and all other metal and engineering products as may be required in connection with company business.
4. To undertake manufacturing of or otherwise deal in containers, tin boxes, plastic containers, plastic boxes, collapsible tubes, fibre glass etc. as may be required in connection with company's business.
5. To undertake manufacturing of or otherwise deal in any type of packing materials either of glass polythene, wall paper, plastic etc. as may be required in connection with the company's business.
6. To employ or retain artists, designers, mechanics, engineers, professional advisers, required for efficiently carrying out above, objects of the Company and to remunerate them from time to time to enter into agreement with them laying down terms and conditions of employment remuneration etc.
7. To acquire by purchase lease, exchange, hire or otherwise any lands tenements and premises of any tenure or interest in the same whether subject or not to any charges or incumbrances and to hold or to sell, let, alienate, mortgage, change or otherwise deal with all or any such lands tenements or premises as may be required for the purpose of Company's business.
8. To grant easements, profits, a polder or other rights in over or under the said lands and to acquire such rights in, over or under any adjoining lands.
9. To enter into foreign or local collaboration to attain the main objects of the Company and connection, with the Company's business.
10. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the company may think fit and in particular for shares, fully or partly paid debentures or debenture stocks or securities of any other company having objects altogether as in past similar to those of this Company and to distribute any such shares, debentures, debenture-stock or securities amongst the members of this Company and either by way of dividends or upon any return of capital.
11. To erect buildings, structures, godowns, houses or sheds and other fixtures on land, and to purchase, take on lease or otherwise acquire or exchange or transfer any lands and/or buildings of any tenure and of all types and kinds and to develop, mould or otherwise work on any land or buildings acquired by the Company or in which the company may for the time being be interested for the purposes of its business.
12. To borrow or raise moneys on loans receive deposits for the purpose of company by promissory notes, bills of exchange, hundies and other negotiable instruments or by mortgage, charge, hypothecation or pledge or by debentures, or by debenture stock perpetual or otherwise including debenture-stock, convertible into shares of this Company charged upon by or any of the Company's property and assets both present and future movable and immovable including its uncalled capital upon such terms as the Directors may deem expedient or in such other manner with or without security as may be deemed expedient or to take money on deposit or otherwise (merely for the purpose of financing the business of the Company) and to lend money to customer and others having dealings with the Company to guarantee performance of contracts, agreements by any such persons and including all deeds writing and assurances for any of the aforesaid purposes or to arrange bank guarantee for the customers with or without security on commission or otherwise, subject to provisions and directions of R.B.I.
13. To enter into any arrangement. with any government or municipal, local authority or otherwise that may deem conducive to the Company's objects or any of them and to obtain from any such, government or authority, any rights privileges and concessions, which the company may think it desirable to obtain and to carry out, execute and comply with any such arrangements, right, privileges and concessions
14. To open bank accounts of all nature including overdraft, cash credit, loan -accounts, and to operate the same and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and to deal with all documents, mercantile or otherwise in the ordinary course of business.
15. To create any depreciation fund, reserve fund, sinking funds, insurance funds, obsolescence fund or any special or other fund whether for depreciation or for improving repairing, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.
16. To adopt such means of making known the business of the Company as may deem expedient and in particular, by advertising in the press, by circulars, by purchase and exhibition on works of art or interest, by publication of book and periodicals and by granting prizes, rewards and donations.
17. To subscribe, contribute, or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, public, national, international or other institution funds or objects which shall have any moral or other claim to support or aid by the company either by reasons of locality or operation or public and general utility or otherwise or which in the opinion of the directors tend to increase the repute or popularity of the company among its employees or the public or further the interest of the company.



18. To enter into partnership or into any arrangement for sharing or pooling profits amalgamation, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business undertaking or transaction which may deem capable of being carried on or conducted so as directly or indirectly to benefit this company.
19. To amalgamate with any company or companies having objects altogether or in part similar to those of this company.
20. To sell, improve manage, work, develop, lease, mortgage, abandon, or otherwise deal with all or any part of the property rights and concessions of the company.
21. To undertake and execute any trust, the undertaking of which may deem to the company desirable, either gratuitously or otherwise.
22. To remunerate any person firm or company for services rendered or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture-stock or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.
23. To distribute any of the property of the company amongst the members in specie or kind, but subject to provisions of Companies Act in the event of winding up.
24. To purchase or by any other means acquire and protest, prolong and renew and patents, patent, rights, brevets invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and casting and in improving or seeking to improve any patents, inventions or rights which the company may acquire or propose to acquire.
25. To invest or otherwise deal with the surplus funds of the Company and from time to time to vary or realize such investments.
26. To appoint attorneys, and agents whether by commission or otherwise and sub-agencies of the company in India or elsewhere.
27. To allot shares in this Company to be considered as fully or partly paid up in payment of any property of whatever description which the Company may acquire or in exchange of services rendered or technical knowhow or goodwill.
28. To pay out of the funds of the Company the costs and expenses of and incidental to the promotion, formation, and establishment and registration of the Company.
29. To acquire for such consideration as the Company shall think fit in India or overseas secret processes, inventions, protections patents, and rights in the nature of patent rights, the acquisition of which may seem advantageous or beneficial to the Company and to test, use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired.
30. To depute any person abroad or into the country or to call for any other person either from abroad or from this country and pay for all such expenses as may be required in connection with the Company's business.
31. To sell or hire-out machineries installed, old or new as may be required in connection with the Company's business.
32. To acquire and undertake and to work the whole or any part of business property and liabilities of any person firms or company, carrying on any business which the company is authorized to carry or possessed of property suitable for purpose of this Company.
33. To enter into foreign or local collaboration to start any industry or business either in India or abroad.
34. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on any business which this Company is authorized to carry on, or possessed of property or rights suitable for any of the purposes of the Company, and to purchase, acquire, sell and otherwise deal in property, shares, stock, debentures or debenture-stock of any such person, firm or company and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.
35. To promote and form and to be interested in, and take hold any dispose of shares in other companies, for all or any of the objects mentioned in the Memorandum and to transfer to any such company any property of this Company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company, and to subsidise or otherwise assist any such company.
36. To procure the incorporation registration, or other recognition of the Company in any country, state or place and to establish and regulate branches and/or agencies for the purpose of the Company's business and to apply or join in applying, to any parliament, Government, local Municipal or other authority or body, British Colonial or foreign, for any acts of parliament or legislature laws, decrees, concessions orders, rights, or privileges that may deem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may deem calculated directly or indirectly to prejudice the Company interests.
37. To carry on business as proprietors of restaurants, hotels, refreshment and tea rooms, cafes, milk and snacks bars, and as caterers and contractors in all its respective branches, bakers, confectioners, tobacconists, milk sellers,

- butter sellers, dairymen, grocers, poulterers, greengrocers, farmers, ice-merchants and ice-cream manufacturers, to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds both wholesale and retail and whether solid, liquid, and to establish and provide all kinds of convenience and to attractions for customer and others, and in particular reading writing and smoke rooms, lockers and safe deposits, telephone and telegraph, clubs, stores and lavatories.
38. To purchase, erect or otherwise acquire equip and run any hotel or hotels in India or in any other part of the world.
  39. To carry on the business of iron founders, mechanical engineers and manufacturers, of agricultural implements and other machinery, tools makers, brass founders, metal workers, boiler makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, electrical engineers, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery implements, rolling stock and hardware of all kinds.
  40. To carry on the business of electrical engineers, electricians, engineers, contractors, manufacturers, constructors, suppliers, of and dealers in electric and other appliances cables, wire lines, dry cells accumulators, lamps and works and to generate accumulate distribute and supply electricity for the purposes for which electrical energy can be employed and to manufacture and deal in all apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, including in the term electricity all power that may be directly or indirectly derived therefrom or may be incidentally hereinafter discovered in dealing with electricity.
  41. To carry on the business of manufacturers or and dealers in machinery and plant of every description and kind in particular machine tools and implements, and the manufacture produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire, import, export, let out on hire, trade and deal, in machine tools and implements, other machinery plant, equipment, article, apparatus, appliances, component parts, accessories, fittings and things in any stage or degree or manufacture, process or refinement.
  42. To carry on business as manufacturers and makers of and dealers in metal, wood, enamel, aluminium alloys, plastics and any other products, articles and things of every description and kind and to carry on and conduct workshop-engineering work of every description and kind and foundries of iron, brass and other metals, wood and any other substances, and to buy, sell, manipulate and deal in both wholesale and retail in such products, commodities, goods, articles and things.
  43. To carry on business as manufacturers of chemicals and manures, distillers, dye makers, gas makers, metallurgists and mechanical engineers, shipowners and charterers and carriers by land and sea, wharfingers, warehouseman, barge, owners, planters, farmers and sugar merchants and the business of general merchants.
  44. To buy, sell, manufacture and deal in minerals, plants, machinery, implements, conveniences, provisions and things capable of being used in connection with metallurgical operations.
  45. To carry on the business of manufacture and dealers in all types of rubber, leather, celluloid, bakelite, plastic and all other mechanical rubber goods, particularly, industrial, rolls, rollers, sheets, beltings and consumer goods, such as tyres, tubes and other allied products, chappals, shoes, toys, medical and surgical goods, railways rubber products, tiles, etc. and all kinds of rubber products.
  46. To manufacture and deal in all chemical products such -as coal and coal-tar products and their intermediates dyes, drugs, medicines and pharmaceuticals, petroleum and its products and derivatives, plants, pigments and varnishes, explosives and ammunitions, vegetable oils, their products and derivatives, all types of heavy chemicals such as sulphuric and other acids, caustic soda, soda ash etc. all types of textile chemicals, and sizing and finishing materials, cement and allied products photographic chemicals, clay and ceramic products sugar and its related products, plastics and resins, paper, pulp and boards, including straw boards soap, glycerine and allied products, all industrial and pharmaceutical organic and inorganic chemicals, fertilisers, manurers, fungicides and allied products, fats, waxes and their products, hides skins and leather.
  47. To carry on the business of purchase and sale of petroleum products, to act as dealers and distributors for petroleum companies, to run service stations for the repairs and servicing of automobiles, and to manufacture or deal in fuel oil, cutting, oils, grease, etc.
  48. To acquire any agency rights, distributorships etc. for goods of any nature i.e. capital consumers or otherwise.
  49. To purchase from within the country or import from abroad machinery for manufacturing or resale and also to sell machinery that may be purchased or imported for manufacturing purposes.
  50. To carry on business of builders, architects, surveyors, brick and tile makers, lime burners, houses and estate agents.
  51. To invest in and acquire and hold shares, stock, debentures, debenture-stocks, bond, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any government state dominions, sovereign, rulers, commissioners, public body or authority supreme, municipal, local or otherwise whether in India or elsewhere and to sell, deal in or otherwise dispose of the same.



52. To carry on business as financiers and to undertake and carry out all such operations and transactions as an individual capitalist may lawfully undertake and carry out.
53. To undertake and execute any contracts for the supply or use of any materials or goods to any Governments Railways or other public bodies or to any persons, firms or companies in India or elsewhere.
54. To carry on business of any goods as commission agents clearing and forwarding agents, warehouse keepers and stores of goods, wares or merchandise.
55. To produce, distribute or exhibit in India or abroad cinematographic motion pictures and for that purpose engage services of artists, staff and other personnel required.

And it is hereby declared that:

- i. The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- ii. The word "Company" (save when used with reference to this Company) in this Memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled.
- iii. The objects set forth in each of the several clauses of paragraph III hereof shall have the widest possible construction and shall extend to any part of the world.
- iv. Nothing in this paragraph shall authorize the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.

"RESOLVED FURTHER THAT consent of shareholders of the Company be and is hereby accorded to approve and adopt the aforesaid changes in the Memorandum of Association of the Company and that Mr. Prakash Parekh, Managing Director or any other Director or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

#### **Item No. 12 - Adoption of New Set of Articles of Association as per Companies Act 2013 by passing of Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded for adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT Mr. Prakash Parekh, Managing Director or any other Director or Key Managerial Personnel of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby severally authorized 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 including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

#### **Item No. 13 - To Approve the Shifting of Registered Office of the Company within same State but out of Local Limits by passing of Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded for change in Registered Office of the Company from Plot No. 485, Santej Vadsar Road, Santej, Tal. Kalol, Santej- Gandhinagar- 382721 to H.B.Jirawala House, Navbharat Soc, Nr. Panchshil Bus Stand, Ushmanpura, Ahmedabad - 380013."

"RESOLVED FURTHER THAT Mr. Prakash Parekh, Managing Director or any other Director, Key Managerial Personnel of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, the required e-form/s, and any other statutory body or if required verification of the situation of the registered office of the company and 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. 14 - Approval for Increase in Borrowing Power by passing of Special Resolution**

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Shareholders of the Company and subject to the provisions of Section 180 (1)(C) and other applicable provisions of the Companies Act 2013 (including any statutory modifications or re-enactments thereof), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to borrow by way of loan/ debentures (whether secured or unsecured)/ bonds/ deposits/ fund based/ non fund based limits/ guarantee for the purpose of business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), other person(s) or from any other source in India or outside India whomsoever in addition to temporary loan obtained from the Company's Banker(s) in the ordinary course of business provided that the sum or sums so borrowed or sums already borrowed together with the monies already borrowed (apart from temporary loans obtained from company's bankers in the ordinary course of business) either in rupees or in such other foreign currencies as may be permitted by law from time to time, may at any time exceed the aggregate of the paid up capital of the company and its free reserves



and security premium (reserves not set apart for any specific purpose) provided that the Total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed the aggregate of ₹ 125 Crores (Rupees One Hundred and Twenty Five Crore Only).

“RESOLVED FURTHER THAT Mr. Prakash Parekh, Managing Director, or any other director or any Key Managerial Personnel or any other person authorised by the Board of Directors of the Company be and is hereby severally authorized and empowered to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to arrange or settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required on behalf of the company and also settle, negotiate the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) or Managing Director of the Company, be and is hereby also empowered to authorise any person or delegate its powers to any person to exercise the powers conferred on the Board and to do all such act, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 15 - To Secure the Borrowing of the Company by creation of Charge or providing security by passing of Special Resolution**

“RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded to the Board of Directors of the Company to create such pledge, charges, mortgages and hypothecation in such form and manner, on such terms as the Board may determine on all or any of the movable and/or immovable properties of the Company, both present and future, in favour of the banks, financial institutions, investors and any other lenders (s), for securing the borrowings/financial assistance obtained/to be obtained from banks, public financial institutions, body(ies) corporate or any other party and/or to give a collateral security for the borrowings/guarantees of any group/associate Company or otherwise to charge the assets of the Company, for monies availed/to be availed by way of loans, (in foreign currency and/or rupee currency) and securities (including convertible securities/ fund based / non fund based limits / guarantee or other debt instruments), issued/to be issued by the Company, from time to time, upto value not exceeding limit as approved by shareholders under Section 180(1)(c) of the Companies Act, 2013, together with all other monies payable by the Company in terms of the loan agreement, debenture trust deeds or any other documents, entered into/to be entered into between the Company and the lenders, agents and trustees in respect of the said loans/ borrowings and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their

behalf and agreed to between the Board of Directors or Committee thereof and the lenders, agent(s), trustee(s).”

“RESOLVED FURTHER THAT Mr. Prakash Parekh, Managing Director or any Director or Key Managerial Personnel of the Company or any person authorised by the Board of Directors be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) and Managing Director of the Company, be and is hereby also empowered to authorise any person or delegate its powers to any person to exercise the powers conferred on the Board and to do all such act, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 16 - Authority to Board to give Loan or to provide Guarantee / Security or to make Investment by passing of a Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), 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 Committee which the Board may have constituted or hereinafter constituted) to exercise its powers including the power conferred by this resolution to give loan or to provide guarantee / security in connection with a loan or to make investment/ acquire by way of subscription, purchase or otherwise the securities of any person or other body corporate upto a maximum amount of ₹ 125 Crores (Rupees One Hundred and Twenty-Five Crore only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities/ investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board or Managing Director, be and is hereby authorized to take from time to time all decisions and action in respect of the above loans, guarantee, securities and investment including the amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters, things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard in order to give effect to the aforesaid resolution”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) or Managing Director or Key Managerial Personnel of the Company, be and is hereby also empowered to authorise any person or delegate its powers to any person to exercise the powers conferred on the Board and to do all



such act, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 17 - Approval for Loan, Investment, Guarantee, or Security to Parties under section 185 of Companies Act, 2013 by passing of Special Resolution**

“RESOLVED THAT in suppression to all resolution passed earlier by the shareholder in general meeting and pursuant to Section 185, 186 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the Resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity/ Company/Body(ies) Corporate/ LLP, subsidiary, associate and joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of ` 125 Crores (Rupees One Hundred and Twenty Five Crores Only) in their absolute discretion as deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors or Managing Director of the Company, be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No. 18 - Approval for Related Party Transaction by passing of resolution as under**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Agreement and SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015 the consent, approval and ratification of the members of the Company be and is hereby accorded to enter into any arrangements / transactions / contracts of whatever nature including financial or non financial transaction(s) with related / interested party(ies) as defined under Companies Act, 2013 or SEBI Listing Regulations or Accounting Standard from time to time, whether material or not, on such terms and conditions including interest with or without security as may be decided, and which shall remain in force unless revoked or varied by the Company in General Meeting, provided that the total aggregate amount/ value of all such arrangements/ transactions/ contracts that may be entered into by the Company with each related party/

interested party and remaining outstanding at any one point of time to each party shall not be in excess of the amount as enumerated in Explanatory Statement in detail.”

“RESOLVED FURTHER THAT the Managing Director or Key Managerial Personnel or Board of Directors of the Company (the “Board”, which term shall be deemed to include its “Committee of Directors”), be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

**Item No. 19 - Payment of commission to the Non-Executive Directors of the Company by passing of Special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (“the Act”) and applicable provisions of the SEBI (LODR) Regulation 2015, approval of the members be and is hereby accorded for the payment of commission to the Non-Executive Directors of the Company (other than the Managing Director(s) and/or Whole-Time Director(s) or Executive Director) to be determined by the Board of Directors for each Non-Executive Director for each financial year, within the maximum limit of 1.00 % ( One percent) of net profit of the Company, calculated in accordance with the provisions of Section 198 of the Act, in addition to the sitting fees and reimbursement of expenses being paid by the Company for participating in the Board/ Committee Meetings of the Company.

“RESOLVED FURTHER THAT the Managing Director or Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized 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.”

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting to be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. 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 for 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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 National Securities Depository Limited (NSDL) 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 NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.gopalapolyplast.com](http://www.gopalapolyplast.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**
  - (a) The remote e-voting period begins on Thursday, September 23, 2021 at 09:00 A.M. and ends on Sunday, September 26, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2021.
  - (b) How do I vote electronically using NSDL e-Voting system?  
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
 

**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.



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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders/ Body Corporate (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csalpeshvekariya@gmail.com](mailto:csalpeshvekariya@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**(C) Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [csgpl@champalalgroup.com](mailto:csgpl@champalalgroup.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([csgpl@champalalgroup.com](mailto:csgpl@champalalgroup.com) ). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**(d) THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**(e) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members

who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- 2) Members are encouraged to join the Meeting through Laptops for better experience.
  - 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - 4) 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.
  - 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [csgpl@champalgroup.com](mailto:csgpl@champalgroup.com). The same will be replied by the company suitably.
9. Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.
  10. An Explanatory Statement pursuant to Section 102 of the Act which sets out details relating to the Special Business at the Meeting is annexed hereto and forms part of the Notice.
  11. The Register of Members and the Share Transfer Books of the Company will be closed from September 17, 2021 to September 27, 2021. (both days inclusive) for the purpose of AGM.
  12. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India viz. brief resume of Director proposed to be appointed/re-appointed, nature of his expertise in functional areas, names of companies in which he hold directorship and Membership/ Chairmanship of Board Committees and shareholding, are hereto furnished in Annexure I to the Notice.
  13. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
  14. Pursuant to Section 124 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules, 2016")- Company does not have any amount due for transfer to the Investor Education & Protection Fund ("IEPF").
  15. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Act by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death.
- Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 (Nomination Form). Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ("RTA") in case the shares are held by them in physical form, quoting their folio number.
16. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, except in case of request received for transmission or transposition of securities, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository.
  17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be: a) Change in the residential status on return to India for permanent settlement b) Particulars of the NRE account with a Bank in India, if not furnished earlier.
  18. The instructions for shareholders voting electronically are as under: In compliance with provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 37<sup>th</sup> AGM by electronic means and the business may be transacted through remote e-Voting Services. The facility of casting the votes by the Members using an electronic voting system will also be provided at the AGM by NSDL. Members who have voted through remote e-Voting will be eligible to attend the AGM but will not be eligible to vote thereafter.
  19. The remote e-voting period commences on Thursday, September 23, 2021 at 09.00 A.M and ends on Sunday, September 26, 2021 at 05.00 P.M. During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Monday, September 20, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present at the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote on such resolutions through e-voting system during the AGM. Once the vote on a resolution is cast by the Member, such Member will not be allowed to change it subsequently. A person who is not a member as on cut-off date should treat this Notice for information purpose only. 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, viz. Monday, September 20, 2021 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic voting system. Mr. Alpesh



Vekariya (FCS - 11100, CP - 21541) of M/s. Alpesh Vekariya & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer'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. The Results declared along with the report of the Scrutiniser will be placed on the website of the Company [www.gopalapolyplast.com](http://www.gopalapolyplast.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or any one Director of the Company. The results shall also be immediately forwarded to BSE Limited where the equity shares of the Company are listed. 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. September 27, 2021. The details of the process and manner for remote e-voting / e-voting is explained herein above in detail.

20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are

interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode on NSDL portal. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection during the AGM through electronic mode, basis the request being sent on [csgpl@champalalgroup.com](mailto:csgpl@champalalgroup.com).

21. The Annual Report of the Company including the Notice convening the AGM circulated to the Members of the Company will be available on the Company's website at [www.gopalapolyplast.com](http://www.gopalapolyplast.com)
22. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is maintaining an E-mail Id: [csgpl@champalalgroup.com](mailto:csgpl@champalalgroup.com) exclusively for quick redressal of members/ investors grievances.
23. Members who need assistance before or during the AGM may contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and toll free number: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
24. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

#### Item No. 2

The Company was under Corporate Insolvency Resolution Process ("CIRP") with effect from May 02, 2019 under the provisions of Insolvency and Bankruptcy Code, 2016 ("IBC") by an Order passed by Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"). The NCLT vide its order dated August 07, 2020 has approved the Resolution Plan submitted by the Plastene India Limited under Section 31 of the IBC, which has been implemented in phase wise manner. The powers of the Board of Directors of the Company and its Committees remained suspended from the initiation of CIRP till Board of the Company has been re-constituted i.e. October 21, 2020. As per the approved Resolution Plan, a Steering Committee was constituted for the implementation of the Resolution Plan till the re-constitution of Board of Director and all the decisions which could otherwise have been taken by the Company's Board of Directors, were taken by the Steering Committee. Mr. Vikas Jain (Reg. No.: IBBI/IPA-001/IP-P00354/2017-18/10612), Resolution Professional is appointed as Chairman of such Steering Committee. Pursuant to implementation of Resolution Plan, erstwhile board of directors of the Company were replaced with the new board of directors with effect from October 21, 2020 and Mr. Anil Goyal (DIN-3071035) has been appointed as an Additional Director (Chairman-Non Executive- Non Independent) of the Company, subject to liable to retire by rotation.

Therefore, based on the recommendations of Nomination and Remuneration Committee, the board of directors in its meeting held on August 14, 2021 has recommended the appointment of Mr. Anil

Goyal as Chairman, Non Executive- Non Independent Director who shall be liable to retire by rotation, with effect from October 21, 2020. Mr. Anil Goyal hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as director of the Company.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Mr. Anil Goyal as Director of the Company. Mr. Goyal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in compliance with applicable provisions of Companies Act, 2013.

The Board considered that his association would be immense benefit to the Company, and it is desirable to avail services of the Mr. Goyal as Director.

Except Mr. Anil Goyal, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No.2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 for the approval of Members.

#### Item No. 3 and 4

The Company was under Corporate Insolvency Resolution Process ("CIRP") with effect from May 02, 2019 under the provisions of Insolvency and Bankruptcy Code, 2016 ("IBC") by an Order passed by Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"). The NCLT



vide its order dated August 07, 2020 has approved the Resolution Plan submitted by the Plastene India Limited under Section 31 of the IBC, which has been implemented in phase wise manner. The powers of the Board of Directors of the Company and its Committees remained suspended from the initiation of CIRP till October 21, 2020. As per the approved Resolution Plan, a Steering Committee was constituted for the implementation of the Resolution Plan till the re-constitution of Board of Director and all the decisions which could otherwise have been taken by the Company's Board of Directors, were taken by the Steering Committee. Mr. Vikas Jain (Reg. No.: IBBI/IPA-001/IP-P00354/2017-18/10612), Resolution Professional is appointed as Chairman of such Steering Committee. Pursuant to implementation of Resolution Plan, erstwhile board of directors of the Company were replaced with the new board of directors with effect from October 21, 2020 and Mr. Prakash Parekh (DIN-0158264) has been appointed as an Additional Director of the Company, subject to liable to retire by rotation.

Therefore, based on the recommendations of Nomination and Remuneration Committee, the board of directors in its meeting held on October 29, 2021 has recommended the appointment of Mr. Prakash Parekh as Managing Director who shall be liable to retire by rotation. Mr. Prakash Parekh, who hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as director and consequently, Managing Director of the Company with terms and conditions as mentioned in resolution.

Mr. Prakash Parekh has not withdrawn any salary till the date of this report. However, being one of the key player in growth and development

for turnaround of the Company and considering his knowledge, experience, management capabilities & expertise, it is proposed that during the tenure of 3 years of his appointment, the Company shall make payment to Mr. Parekh as remuneration as set out in resolution, even if the Company for any period of financial year has no profits or its profits are inadequate, in accordance to the provisions of Sections 2(51), 2(53), 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Mr. Prakash Parekh, as Managing Director of the Company. Mr. Prakash Parekh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Managing Director in compliance with applicable provisions of Companies Act, 2013.

The Board considers that his association would be immense benefit to the Company, and it is desirable to avail services of the Mr. Prakash Parekh as Managing Director.

Except Mr. Parkash Parekh, along with his relatives, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No.3 and 4 of the Notice.

The Board recommends the Passing of Ordinary and Special resolution set out at Item No. 3 and 4 for the approval of Members.

#### Information as required under Section II [A] & [B] [iv] of Part - II of Schedule V to the Companies Act, 2013

S. No	Particular	Remarks								
1.	Nature of Industry	Company is engaged in the business of Packing Industry								
2	Date or expected date of commencement of commercial production	Company was in operations since 1984 However, after approval of Resolution Plan for revival of Company, new management has resumed the operations in last week of November 2020.								
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable								
4	Financial performance on given indicators	<table border="1"> <thead> <tr> <th>Year</th> <th>2020</th> <th>2019</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>PAT</td> <td>(2,070.36)</td> <td>(8,900.80)</td> <td>717.19</td> </tr> </tbody> </table>	Year	2020	2019	2018	PAT	(2,070.36)	(8,900.80)	717.19
Year	2020	2019	2018							
PAT	(2,070.36)	(8,900.80)	717.19							
5	Foreign investments or collaborators if any	Not Applicable								
6	Background details of Appointee	Please refer to profile as mentioned in Annexure to the Notice								
7	Past remuneration	Not Applicable as appointed on October 21,2020								
8	Recognition or awards	Not Applicable								
9	Job profile and his suitability	Appointed as Managing Director								
10	Remuneration proposed	As mentioned in Resolution								
11	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering the knowledge, experience, management capabilities and expertise with the Company and the time and efforts devoted for growth and development of the Company, the proposed remuneration package of the appointee is in line with the industry standards.								
12	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Appointee is Promoter and Managing Director of the Company. He hold shares in Company as disclosed in Corporate Governance Report. However has not withdrawn any salary since date of appointment till the date of this report.								
13	Reasons for loss or inadequate profits.	Company was admitted for CIRP under IBC, in May 2019 due to inability to make payment to creditors.								
14	Steps taken or proposed to be taken for improvement.	Pursuant to implementation of approved Resolution Plan, management and promoters has been changed and presently current management are striving best to make the company as profitable.								
15	Expected increase in productivity and profits in measurable terms.									



### Item No. 5

The Company was under Corporate Insolvency Resolution Process ("CIRP") with effect from May 02, 2019 under the provisions of Insolvency and Bankruptcy Code, 2016 ("IBC") by an Order passed by Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"). The NCLT vide its order dated August 07, 2020 has approved the Resolution Plan submitted by the Plastene India Limited under Section 31 of the IBC, which has been implemented in phase wise manner. The powers of the Board of Directors of the Company and its Committees remained suspended from the initiation of CIRP till October 21, 2020. As per the approved Resolution Plan, a Steering Committee was constituted for the implementation of the Resolution Plan till the re-constitution of Board of Director and all the decisions which could otherwise have been taken by the Company's Board of Directors, were taken by the Steering Committee. Mr. Vikas Jain (Reg. No.: IBBI/IPA-001/IP-P00354/2017-18/10612), Resolution Professional is appointed as Chairman of such Steering Committee. Pursuant to implementation of Resolution Plan, erstwhile board of directors of the Company were replaced with the new board of directors with effect from October 21, 2020 and Ms. Meenu Maheshwari (DIN-7113136) has been appointed as an Additional Director (Non-Executive and Independent) of the Company, not to liable to retire by rotation.

Therefore, based on the recommendations of Nomination and Remuneration Committee, the board of directors has recommended the appointment of Ms. Meenu Maheshwari Non Executive Independent Director, with effect from October 21, 2020. Ms. Maheshwari hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as director of the Company.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Ms. Maheshwari as Independent Director of the Company. Ms. Maheshwari is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in compliance with applicable provisions of Companies Act, 2013.

The Board, on recommendation of Nomination and Remuneration Committee, hereby proposed to appoint Ms. Maheshwari for a period of 5 years, and that her association would be immense benefit to the Company.

Except Ms. Meenu Maheshwari, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No.5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 for the approval of Members.

### Item No. 6

Board of Directors, based on the recommendations of Nomination and Remuneration Committee, in its Board Meeting held on December 15, 2020 has appointed Mr. Bhaveskumar Jain as Additional Director cum Chief Financial Officer of the Company, who shall be liable to retire by rotation.

Mr. Jain hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as director of the Company. From the date of Appointment of Mr. Bhaveshkumar Jain, it is proposed that during the tenure of his appointment, the Company shall pay remuneration of ₹ 24.00 Lakh to Mr. Jain even if there is no profits or its profits are inadequate, as set out herein as the minimum remuneration payable to Mr. Jain, in accordance to the provisions of Sections 2(51), 2(53), 197, 198, 203 and other applicable provisions of the Act and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Mr. Jain as Director of the Company. Mr. Jain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in compliance with applicable provisions of Companies Act, 2013.

The Board, on recommendation of Nomination and Remuneration Committee, hereby proposed to appoint Mr. Jain, and that his association would be immense benefit to the Company.

Except Mr. Jain, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No.6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 for the approval of Members.

**Information as required under Section II [A] & [B] [iv] of Part - II of Schedule V to the Companies Act, 2013**

S. No	Particular	Remarks								
1.	Nature of Industry	Company is engaged in the business of Packing Industry								
2	Date or expected date of commencement of commercial production	Company was in operations since 1984 However, after approval of Resolution Plan for revival of Company, new management has resumed the operations in last week of November 2020.								
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable								
4	Financial performance on given indicators	<table border="1"> <thead> <tr> <th>Year</th> <th>2020</th> <th>2019</th> <th>2018</th> </tr> </thead> <tbody> <tr> <td>PAT</td> <td>(2,070.36)</td> <td>(8,900.80)</td> <td>717.19</td> </tr> </tbody> </table>	Year	2020	2019	2018	PAT	(2,070.36)	(8,900.80)	717.19
Year	2020	2019	2018							
PAT	(2,070.36)	(8,900.80)	717.19							
5	Foreign investments or collaborators if any	Not Applicable								
6	Background details of Appointee	Please refer to profile as mentioned in Annexure to the Notice								
7	Past remuneration	Not Applicable as appointed on December 15, 2020								
8	Recognition or awards	Not Applicable								
9	Job profile and his suitability	Appointment as Director cum Chief Financial Officer								
10	Remuneration proposed	Amount of ₹ 24.00 Lakh per annum with authority to board to make necessary modification in consultation with Nomination and Remuneration Committee.								
11	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering the knowledge, experience, management capabilities and expertise with the Company and the time and efforts devoted for growth and development of the Company, the proposed remuneration package of the appointee is in line with the industry standards.								
12	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	An appointee has no other pecuniary relationship other than drawing remuneration from the Company in the capacity as Director cum Chief Financial Officer and does not hold any Equity Shares in the Company.								
13	Reasons for loss or inadequate profits.	Company was admitted for CIRP under IBC, in May 2019 due to inability to make payment to creditors.								
14	Steps taken or proposed to be taken for improvement.	Pursuant to implementation of approved Resolution Plan, management and promoters has been changed and presently current management are striving best to make the company as profitable.								
15	Expected increase in productivity and profits in measurable terms.									

**Item No. 7**

Board of Directors, in its Board Meeting held on February 03, 2021 has appointed Mr. Subir Kumar Das (DIN-02237356) as Additional Director (Non-Executive and Independent) who shall not be liable to retire by rotation.

Mr. Das hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as director of the Company.

The company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Mr. Das as Director of the Company. Mr. Das is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in compliance with applicable provisions of Companies Act, 2013.

The Board, on recommendation of Nomination and Remuneration Committee, hereby proposed to appoint Mr. Das, and that his association would be immense benefit to the Company.

Except Mr. Das, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No.7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 for the approval of Members.

**Item No. 8**

Board of Directors, in its Board Meeting held on August 09, 2021 has appointed Mr. Sandeep Shah (DIN-01850151) as Additional Director (non executive and independent) who shall not be liable to retire by rotation.

Mr. Shah hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as director of the Company.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Mr. Shah as Director of the Company. Mr. Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in compliance with applicable provisions of Companies Act, 2013.

The Board, on recommendation of Nomination and Remuneration Committee, hereby proposed to appoint Mr. Shah, and that his association would be immense benefit to the Company.

Except Mr. Shah, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 for the approval of Members.



### Item No. 9

Board of Directors, in its Board Meeting held on August 09, 2021 has appointed Mr. Ashutosh Maheshvari (DIN-0001582) as Additional Director (Non Executive and Independent) who shall not be liable to retire by rotation.

Mr. Maheshvari hold office upto the date of forthcoming annual general meeting and is eligible to be appointed as director of the Company.

The Company has received a notice in writing under section 160 of the Act from a member of the Company, proposing the candidature of Mr. Ashutosh as Director of the Company. Mr. Ashutosh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in compliance with applicable provisions of Companies Act, 2013.

The Board, on recommendation of Nomination and Remuneration Committee, hereby proposed to appoint Mr. Ashutosh Maheshvari, and that his association would be immense benefit to the Company.

Except Mr. Maheshvari, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item No. 9 for the approval of Members.

### Item No. 10

Pursuant to implementation of the approved Resolution Plan, management and promoter of the Company has been changed and new promoter, HCP Enterprise Limited and Plastene India Limited, being the promoter of the Company, holds a controlling stake in the Company and is classified as a 'promoter' of the Company. In view of the above, it is proposed to rename and rebrand the Company, under the brand name "HCP Plastene", subject to requisite regulatory approvals.

In this regard, the Company has also received the name availability letter dated August 11, 2021 from the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, wherein the name "HCP PLASTENE BULKPACK LIMITED" has been reserved and made available to the Company for changing its existing name.

Pursuant to the above, the Board of Directors of the Company on August 14, 2021 has approved the proposal for change in name of the Company from "Gopala Polyplast Limited" to "HCP PLASTENE BULKPACK LIMITED", subject to requisite approval(s) as may be required, if any, from appropriate authorities, and subject to the approval of the members of the Company.

Further, it is hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and M/s. Hardik Thakkar & Associates, Chartered Accountants (FRN: 145335W) vide its certificate dated August 14, 2021 has confirmed the same, which is enclosed as **Annexure - II** of this Notice. The certificate is also available being part of Notice on the Company's website at [www.gopalapolyplast.com](http://www.gopalapolyplast.com).

The proposed change in name of the Company shall be subject to the approval, consent and permission, if any, from appropriate authorities, and shall become effective from the date of issue of a fresh certificate of incorporation.

As required under the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 and the rules made thereunder, the change in name of the Company and the consequential alteration of Memorandum of Association and Articles of Association of the Company requires approval of the members by way of a special resolution.

Copies of the draft amended Memorandum of Association and Articles of Association reflecting the aforesaid changes is available for inspection by the members, at the Corporate Office of the Company, between 10.00 A.M. and 12:00 Noon and on the Company's website at [www.gopalapolyplast.com](http://www.gopalapolyplast.com) till the last date of voting by the shareholders.

The Board recommends the passing of the special resolution as set out in item no 10. of the Notice for change of Name of the Company and consequential amendment of Memorandum of Association and Articles of Association of the Company.

None of the Directors and KMP's of the Company or their relatives are in any way, concerned or interested, financial or otherwise in the special resolution set out at item no. 10 of the Notice except to the extent of their shareholding in the company.

### Item No. 11

The members are informed that the existing Objects Clause III of the Memorandum of Association of the Company is divided into (A) Main Objects; (B) Objects incidental or ancillary to attain main objects and (C) Other objects. In terms of Section 4 of the Companies Act, 2013, Objects clause III of the Memorandum of Association of the Company shall state the objects for which the company is incorporated, and any matter considered necessary in furtherance of the objects thereof. Hence, in view of the notification of Companies Act, 2013 and rules there under, it is proposed to amend the existing Memorandum of Association of the company to align the same with the Companies Act, 2013.

It is hereby noted that sub clause 5 to 40 under heading (B) Objects Incidental or Ancillary to the attainment of Main Object of existing Memorandum of Association has been rearranged and renumbered as 1 to 36 and sub clause 41 to 59 under heading (C) Other Objects of existing Main Object has been shifted to Part B of Object Clause and rearranged and renumbered from 37 to 55 under heading [B]MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) of Revised Memorandum of Association to be adopted by members of the Company. Consequent to said changes CLAUSE III (C) of existing Memorandum of Association stands cancelled and deleted in full.

Copies of the draft amended Memorandum of Association and Articles of Association reflecting the aforesaid changes is available for inspection by the members, at the Corporate Office of the Company, between 10.00 A.M. and 12:00 Noon and on the Company's website at [www.gopalapolyplast.com](http://www.gopalapolyplast.com) till the last date of voting by the shareholders.

None of the persons specified in Section 102 of the Companies Act, 2013, viz., the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution.

Your Board recommends passing of this resolution for amendment of Memorandum of Association of the Company by way of Special Resolution.

#### **Item No. 12**

In view of the notification of Companies Act, 2013 and rules there under, various articles in the existing Articles of Association requires amendment and/or alteration in order to reflect inter-se, various provisions of the Companies Act, 2013. Thus, it is proposed to adopt new set of Articles of Association of the company and as per the provisions of Section 14 of the Companies Act, 2013. Further, alteration in Articles of Association of the Company requires approval of shareholders of the Company by way of Special Resolution and hence the same has been placed for seeking approval of shareholders.

Copies of the draft amended Memorandum of Association and Articles of Association reflecting the aforesaid changes is available for inspection by the members, at the Corporate Office of the Company, between 10.00 A.M. and 12:00 Noon and on the Company's website at [www.gopalapolyplast.com](http://www.gopalapolyplast.com) till the last date of voting by the shareholders.

None of the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolutions.

Your Board recommends passing of this resolution for amendment of Article of Association of the Company by way of Special Resolution

#### **Item No. 13**

Presently, the Company's Registered Office is located at the local limits of Santej area of Gandhinagar. The Board of Directors of your Company at their meeting held on August 14, 2021 has decided to shift the Registered Office of the Company to its Corporate Office, located at H B Jirawala House, Navbharat Soc., Nr. Panchshil Bus Stand, Usmanpura, Ahmedabad - 380013, to carry on the business of the Company more economically and efficiently and with better operational convenience. Therefore, proposed to shift the Registered Office, which shall facilitate better administrative coordination.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution

Therefore, the Board recommends the Resolution as set out in Item No. 13 for approval of the Members as Special Resolution. None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution mentioned as Item No. 13 of the Notice.

#### **Item No- 14 and 15**

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company can, with the consent of the Company in General Meeting by Special Resolution, borrow moneys, apart

from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid-up capital and its free reserves (reserves not set apart for any specific purpose). Keeping in view the Company's future growth plans, it is proposed to increase the limit authorizing the Board of Directors to borrow moneys at any time to an amount not exceeding ₹ 125 Crore (Rupees One hundred and Twenty Five crore only). The proposed borrowings by the Company, if required, is to be secured by creation of mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company within the meaning of Section 180(1)(a) of the Companies Act, 2013 and requires the consent of the Company in General Meeting by Special Resolution. The resolutions contained in item no. 14 and 15 of the accompanying Notice, accordingly, seek members' approval for increasing the borrowing limits and secure the same by way of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (including a Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with the increase in the borrowing limits and creating charge on Company's properties, respectively. The Board commends these resolutions as set out in the Notice for your approval as Special Resolutions.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions

#### **Item No. 16**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can - make loan(s) and/or - give guarantees or provide security (ies) in connection with loan(s) taken by any other body corporate or person and - make investments in shares, debentures and/or any other securities of any other body Corporates, beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if Special Resolution is passed by the members/ shareholders of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s)/giving loan/providing guarantee/ security from time to time, in one or more tranches, up to the maximum limit of ₹ 125 Crores (Rupees One Hundred and Twenty Five Crore) only over and above the limits prescribed under the said section.

The Board recommends the resolution for your approval as a Special Resolution.



None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

#### Item No. 17

Pursuant to resolution plan submitted by Plastene India Limited for revival of the Company and duly approved by Hon'ble NCLT, management of the Company has been changed to Plastene Group of Companies. Considering the common business lines, it is proposed to take approval to give loan, make investment or provide guarantee or securities to the Companies in which directors of the company may be interested. Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to approval of members by passing of special resolution and such loans are utilized by the borrowing Companies for its principal business activities.

#### The names of the companies in which directors of the Company are interested are as under-

Name of Related Party	Description of relationship
Plastene India Limited	Entity controlled by Mr. Prakash Parekh along with his close family member
HCP Enterprise Limited	Entity controlled by close family members of Mr. Parkash Parekh
Plastene Polyfilms Limited	Entity controlled by Mr. Prakash Parekh along with his close family member
K.P.Woven Private Limited	Entity controlled by Mr. Prakash Parekh along with his close family member
Oswal Extrusion Limited	Entity controlled by close family members of Mr. Parkash Parekh
Cornucopia Tradelink Pvt Ltd	Entity controlled by Mr. Prakash Parekh along with his close family member*
Elite Inks private limited	Entity controlled by Mr. Prakash Parekh along with his close family member

\*Mr. Bhaveshkumar Jain is also holding Directorship in the same Company.

The terms and conditions for the loan including any loan represented by a book debt or guarantee given or Security provided in connection with any loan taken by any of the borrowing Companies/ entity in whom any of the directors of the Company are interested shall be on arm's length basis and the loans shall be secured by the Corporate Guarantee. This being a transaction with related parties, all the related parties of the Company (including promoters) shall abstain from voting

Save and except the Directors holding position of Directorship in the Companies as mentioned above, none of the other Directors and Key Managerial Persons of the Company and their relatives are concerned or interested (financially or otherwise) in the resolution set out in the Notice.

None of the Directors and KMP of the Company are inter-se related to each other. The Board of Directors recommends the Special Resolution set out in the Notice for approval of the Members.

#### Item No. 18

Members of the Company are further requested to take note that Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there under and Regulation 23 of SEBI (LODR) Regulation 2015, requires any transaction entered into between related parties where the amount involved exceeds 10 percent of or more of the net worth or annual consolidated turnover of the of the company, or rupees one hundred crore, whichever is lower to be approved by the members of the Company by way of an Ordinary resolution. The transaction of (a) sale, purchase or supply of any goods or materials; b) selling or otherwise disposing of, or buying, property of any kind; (c) leasing of property of any kind; (d) availing or rendering of any services; (e) appointment of any agent for purchase or sale of goods, materials, services or property; (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and (g) underwriting the subscription of any securities or derivatives thereof, of the company with related parties as mentioned in resolution shall be executed at arm's length basis, on following terms and conditions.

Name of Related Party	Name of the Director or KMP who is related	Nature of Transactions (on continue basis)	Quantity	Maximum amount of transaction Amount in ₹
HCP Enterprise Limited	Mr. Prakash Parekh	Purchase	24000 MT	22800.00 Lakh
Plastene India Limited	Mr. Prakash Parekh	Sharing of resources	-	50.00 Lakh
		Sale or Job Work of Goods	13500 MT	16875.00 Lakh
Plastene Polyfilms Limited	Mr. Prakash Parekh	Sharing of resources	-	15.00 Lakh
		Sale or Job Work of Goods	4800 MT	6000.00 Lakh
K.P.Woven Private Limited	Mr. Prakash Parekh	Sale or Job Work of Goods	7500MT	9375.00 Lakh
		Sharing of resources	-	15.00 Lakh
Oswal Extrusion Limited	Mr. Prakash Parekh	Sale or Job Work of Goods	4200 MT	5250.00 Lakh
		Sharing of resources	-	15.00 Lakh

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with above mentioned entities on continue basis by passing of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

### Item No. 19

Considering the involvement and contribution of Non-Executive Directors for significant growth and overall development of the Company including the sound corporate governance practices by their expertise, rich and wide experience, management of the Company are of the opinion to remunerate them (other than the Managing Director(s) and/or Whole-time Director(s) or Executive Director) for the responsibilities entrusted under the law particularly under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; by making payment of commission in terms of Section 197 of the Companies Act, 2013.

Section 197 of the Companies Act, 2013 requires approval of members of the Company by passing a Special Resolution in the General Meeting for payment of remuneration by way of commission to Non-Executive Directors of the Company.

The Board of Directors recommends the resolution at Item No. 19 of this Notice for your approval.

Apart from All Non-Executive Directors of the Company and their relatives, no other Director or KMP are concerned or interested, financial or otherwise in the resolution at Item No. 19 of this Notice.

## ANNEXURE I TO THE NOTICE

Details of Directors/Manager {In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Nature of Information	Item No.2	Item No 3 and 4	Item No. 5
<b>Name of Director</b>	<b>Mr. Anil Goyal</b>	<b>Mr. Prakash Parekh</b>	<b>Ms. Meenu Maheshwari</b>
Brief Profile	He has over 21 years of experience in Plastic Industry. He joined Plastene India Limited with enriched experience of handling international clients and explore international market.	With 22 years of experience in the plastic industry, he was instrumental in establishing the project of flexible packaging Plant within a short span from acquiring land to installation of machineries and commercial production. He is the member of Indian Flexible Intermediate Bulk Containers Associations (IFIBCA). He has a vast experience in running the Plastic Industry.	She is a practicing company secretary with vast knowledge of company law and other aligned matters. She has been guiding many companies in matters related to various acts and is very sound in her field. She has a great knowledge of compliance and will be able to guide the company better.
Date of Birth	10-01-1976	26-09-1973	28-04-1973
Nationality	Indian	Indian	Indian
Date of First Appointment	October 21, 2020	October 21, 2020	October 21, 2020
Qualification	Bachelors of Commerce	Bachelors in Chemical Engineering	Member of ICSI
Directorship in other Companies	Plastene Infrastructure limited	-Plastene India Limited - HCP Enterprise Limited	-Krishna Capital And Securities Limited - Gupta Synthetics Limited#
Chairmanship/ Membership of Board Committees of the other companies	Not Applicable	Not Applicable	-3 Memberships
Number of meetings of the Board attended during the Year	Please refer Corporate Governance Report section of the Annual Report 2020-21.		
Shareholding in the Company	Nil	1800000 (17.59%)	Nil
Relationship with other Directors and KMP of the Company	Not Applicable	Not Applicable	Not Applicable

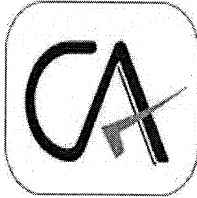
# resigned as a director on 02/10/2018, however filing part is pending due to liquidation under process.



Nature of Information	Item No.06	Item No. 07	Item No. 08	Item No. 09
Name of Director	Mr. Bhaveshkumar Jain	Mr. Subir Kumar Das	Mr. Sandeep Shah	Mr. Ashutosh Mahesvari
Brief Profile	Mr. Bhaveshkumar Jain is Chartered Accountant and Corporate finance professional having more than 15 years diverse experience with large organizations across various sectors. He has Proven strength in Corporate Fund Raising and Debt Restructuring, Long term business planning and growth strategy. He also has strong business and analytical acumen and effective team leading capability and has been operating at group level and managed cross functional relationships at various levels. Prior to joining GPL, he has worked at senior positions in prior assignments.	Mr. Das has over 36 years of commercial banking experience, superannuated as Chief General Manager from Bank of Baroda. He was also an Advisor to the Chairman, Bank of Baroda, for HR matters. After superannuation from Bank, Mr. Das was an Advisor and Faculty with Mckinsey & Company in HR and Business Process reengineering areas in the BFSI segment for four years. Mr. Das is a regular guest faculty in NIBM Pune and other management institutes. He conducts various sessions on Managing Change, Innovation, HR management, and Leadership. He is an MBA, MSc., and CAIIB.	Mr. Sandeep Shah, is Chartered Accountant by profession and having a rich experience of more than 16 years in taxation and audit. He is concurrent auditor and statutory auditor of various PSU Banks He is also having in dept knowledge of Audits – Corporate and Non-Corporate Entities, Management Consultancy, Taxation, Corporate and Allied Laws, Project Corporate Finance, Handling PFS Services, Project.	Mr. Ashutosh Maheshvari has an experience of 25 years in corporate finance and investment banking in India. He has been involved in a large number of complex international and domestic M&A, private equity placements, capital market offerings, restructurings and structured finance. His transactional work has been pioneering and has helped overall development of financial market in India. Mr. Ashutosh and his work has been awarded the “India M&A Deal Maker of the Year” and “Emerging Corporate M&A Deal of the Year” for India at several occasions by the Asia Pacific M&A Atlas Awards over the past ten years.
Date of Birth	08-11-1983	18-11-1953	28.10.1979	27.02.1970
Nationality	Indian	Indian	Indian	Indian
Date of First Appointment	December 15, 2020	February 03,2021	August 09,2021	August 09, 2021
Qualification	Member of ICAI	- MSc, - MBA in Finance, - CAIIB	Member of ICAI	- MBA from Faculty of Management Studies, University of Delhi - B.Tech in Chemical Engineering from IIT Kharagpur
Directorship in other Companies	- Cornucopia Tradelink Private Limited	- Dishman Carbogen Amcis Ltd - Transformer & Rectifier (India) Ltd - Troikaa Pharmaceutical Ltd - IRM Enterprises Private Limited - SME Mavens Foundation	- Chartered Logistics Limited - RCC Limited - Oswal Infrastructure Limited - Designated Partner in Aragas Lifespaces LLP.	- Suradha Hospitality Services Private Limited - Catalytic Solution and Management Services Private Limited.
Chairmanship/ Membership of Board Committees of the other companies	Not Applicable	- 1 Chairmanship - 6 Memberships	- 3 Chairmanship - 1 membership	Not Applicable
Number of meetings of the Board attended during the Year	Please refer Corporate Governance Report section of the Annual Report 2020-21.			
Shareholding in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors and KMP of the Company	Not Applicable	Not Applicable	Not Applicable	Not Applicable



ANNEXURE II TO THE NOTICE



**HARDIK THAKKAR & ASSOCIATES**

Chartered Accountants

House No. 2, Plot No 154, Nr. Gurukul School, Gandhidham

Mob:8460412170

Email:hardikthakkar92@gmail.com

To,  
The Board of Directors,  
Gopala Polyplast Limited  
Plot No.485, Santej Vadsar Road,  
Santej, Tal. Kalol,  
Gujarat- 382721

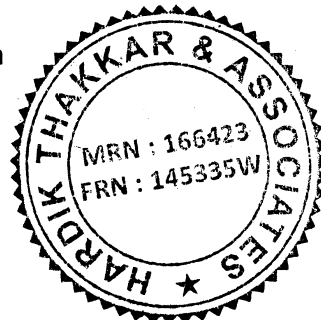
We, have examined the relevant records of the Company and information provided by Management of the Company in relation to issue a certificate for compliance with the conditions at Sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of Company's name from GOPALA POLYPLAST LIMITED to HCP PLASTENE BULKPACK LIMITED.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we do hereby confirm that

- a) Time period of at least one year has elapsed from the last name change that was occurred in the year- The Company has not changed its name since at least one year.
- b) At least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name: **Not Applicable since there is no change in the activity/project of the company in the preceding one year period**
- c) The amount invested in the new activity/project is at least fifty percent. Of the assets of the listed entity: **Not applicable since there is no change in the activity/project of the company.**

This certificate is issued at the request of the Company pursuant to requirement of Regulation 45(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for onward submission to the Stock Exchanges, where the equity shares of the Company are listed.

Date: 14/08/2021  
Place: Gandhidham



For, Hardik Thakkar & Associates

CA Hardik Thakkar  
Proprietor

MRN: 166423

FRN: 145335W

UDIN: 21166423AAAACY6345