



NOTICE

Notice is hereby given that the 32nd Annual General Meeting of GOPALA POLYPLAST LIMITED will be held at Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar - 382721, Gujarat on Thursday, 29th September, 2016 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Profit & Loss Account of the Company for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Preference shares.
3. To appoint a Director in place of Mr. Manish Somani (DIN 00119033) who retires by rotation and being eligible, offers himself for reappointment
4. To ratify appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof) and pursuant to the resolution of the Members at the 30th Annual General Meeting held on 30th September, 2014, the Company hereby ratifies the appointment of M/s V. K. Moondra & Co., Chartered Accountants (ICAI Firm Registration no. 106563W), as a Statutory Auditors of the Company; to hold the office from the conclusion of this 32nd Annual General Meeting till the conclusion of the 33rd Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS

5. To reappoint Mr. Mahendra Somani (DIN : 00360950) as a Whole-time Director and to consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution** :

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mahendra Somani, as a Whole-time Director of the Company for five (5) years with effect from 1st October, 2016, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mahendra Somani.

RESOLVED FURTHER THAT the remuneration payable to Mr. Mahendra Somani, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board 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 resolution.”

By Order of the Board

Date : 13th August, 2016
Place : Santej

Manoj Somani
Managing Director
DIN : 00119021

Regd. Office: Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar - 382721, Gujarat
Phone : (02764) 286305, 286514, 286654. Fax : (02764) 286660. E-mail ID: cs@gopalapolyplast.com
Website : www.gopalapolyplast.com CIN: L25200GJ1984PLC050560



NOTES :

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item no. 5 above is annexed thereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2016 to 29th September, 2016 (Both days inclusive) for the purpose of Annual General Meeting.
3. The Preference Dividend, if declared, will be paid to those preference shareholders, whose names appear in the Register & Members on 29th September, 2016
4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy shall not have the right to speak at the meeting and shall not be entitled to vote at the meeting except on a poll.
5. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
6. The Company has applied to the Calcutta Stock Exchanges for voluntary delisting and its outcome is still awaited. The equity shares of the Company are continued to be listed on the Bombay Stock Exchange Limited (BSE) and has paid its listing fees for the financial year 2016-17.
7. The details of the Directors seeking appointment in forthcoming Annual General Meeting to be provided in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 with the Stock Exchanges is furnished in the Annexure.
8. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
11. Voting through electronic means:
 - i. The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in compliance of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the business set out in the notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through e-voting platform of Central Depository Services (India) Limited ("remote e-voting).
 - ii. Members whose names are recorded in the Register of members or in the register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 22nd September, 2016, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. 22nd September, 2016, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
 - iv. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the



meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS -

- (i) Open your web browser during the voting period and log on to the e-Voting Website: **www.evotingindia.com**.
- (ii) Click on “Shareholders” to cast your vote(s)
- (iii) Please enter User ID –
 - a. For account holders in CDSL : Your 16 digits beneficiary ID
 - b. For account holders in NSDL : Your 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (iv) Enter the Image Verification as displayed and Click on Login
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:
 - a. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). For members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and 8 digits of the sequence number, printed on the address sticker affixed on the back side of Attendance Slip, in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Sequence number 100 then enter RA00000100 in the PAN field.
 - b. Enter the Date of Birth (DOB) recorded in the demat account in the Company records for the said demat account or folio in dd/mm/yyyy format.#
 - c. Enter your Dividend Bank details (Account Number) as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.#
Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you in the bank account column.
- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, first time user holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily enter their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (ix) For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in this notice.
- (x) Click on the EVSN of the Gopala Polyplast Limited to vote.
- (xi) On the voting page, you will see Resolution description and against the same the option ‘YES/NO’ for voting. Select the option YES or NO as desired and click submit. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the Resolution File Link if you wish to view the entire Resolution details.



- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of voting done by you by clicking on "Click here to print" option on the voting page.
- (xv) Shareholders can also cast their vote using CDSL mobile app m-voting available for android based mobile. The m-voting app can be downloaded from Google Play Store. Please follow the instruction as prompted by the mobile app while voting from your mobile.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- i. The e-Voting period commences on Monday, September 26, 2016 (9.00 a.m.) and ends on Wednesday, September 28, 2016 (5.00 p.m.) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date of September 22, 2016 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
- ii. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- iii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company as on cut-off date for determining the eligibility to vote through electronic mode.
- iv. CS Nikunj N. Raval, Practising Company Secretary (Membership No.: FCS 4730; CP No: 2333) has been appointed as the Scrutinizer to scrutinize the e-Voting process as well as voting through Poll Paper at the AGM in fair and transparent manner.
- v. The Scrutinizer shall immediately after the conclusion of the voting at General Meeting, first count the votes cast at the meeting and thereafter unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any within three (3) days of conclusion of the meeting.
- vi. The Chairman shall declare the results of the voting forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gopalapolyplast.com and on the website of CDSL immediately after the Chairman declare the results and communicated to the Stock Exchange/s where the shares of the Company are listed.
- vii. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- viii. Non-Individual Shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details

Company : Gopala Polyplast Limited

Regd. Office: " Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar - 382721, Gujarat
Phone : (02764) 286305, 286514, 286654 Fax : (02764) 286660, E-mail ID: cs@gopalapolyplast.com
CIN: L25200GJ1984PLC050560



Registrar and Transfer Agent

MCS Share Transfer Agent Limited
201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009
Phone: +91-79-26580461/62/63, Fax: +91-79-26581296, E-mail ID : mcsstaahmd@gmail.com

e-Voting Agency :

Central Depository Services (India) Limited
E-mail ID: helpdesk.evoting@cdslindia.com

Scrutinizer : CS Nikunj N. Raval

Practising Company Secretary
E-mail ID: nikunjraval@yahoo.com

By Order of the Board

Date : 13th August, 2016

Place : Santej

Manoj Somani

Managing Director

DIN : 00119021

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

Item No. 5

Ms. Mahendara Somani was appointed as Whole-time Director for a period of five year effective from 1st October, 2011. The Board of Directors in their meeting held on 13th August, 2016 has reappointed Mr. Mahendra Somani as a Whole-time Director for a period of five years i.e. from 1st October, 2016 to 30th September, 2021 as per the recommendation of the Nomination and Remuneration Committee.

Keeping in view that Mr. Mahendra Somani has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, It would be in the interest of the Company to reappoint Mr. Mahendra Somani as a Whole-time Director of the Company.

The major terms and conditions of his reappointment are as under:

I. PERIOD:

The term of the Whole-time Director shall be for a period of five years from 1st October, 2016 to 30th September, 2021.

II. REMUNERATION:

A. SALARY : Rs. 1,00,000/- per month

B. COMMISSION : Nil

C. PERQUISITES : In addition to salary, the Following perquisites not exceeding the overall ceiling prescribed under schedule V of the Companies Act, 2013 will be provided to the Whole-time Director.

i. MEDICAL REIMBURSEMENT :

Reimbursement of medical expenses for self and family as per Rules of the Company.

ii. CLUB FEES :

Fees of clubs, subject to a maximum of two clubs. This will not include admission and Life Membership fees.

iii. PERSONAL ACCIDENT INSURANCE :

Personal Accident Insurance Cover as applicable will be provided to him by the Company. Premium payable shall not exceed Rs. 2000/-

iv. COMPANY CAR / PHONE :

One car with the services of driver, to be maintained by the company for official use and Phone to be used for official purpose.

v. GRATUITY :

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.



vi. LEAVE ENCASHMENT :

Earned / Privilege leave may be allowed as per the Rules of the Company. Leave accumulated and not availed of during his tenure as Whole-time Director may be allowed to be encashed at the time of end of his tenure as per Rules of the Company

Reimbursement of Actual Expenses : Reimbursement of entertainment, traveling and all other expenses actually and properly incurred in the course of legitimate business of the Company.

So long as Mr. Mahendra Somani functions as a Whole-time Director, he shall not be paid any sitting fees for attending the meeting of the Board or any Committee thereof.

The Whole-time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

III. DUTIES:

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Whole-time Director, while looking after General Administration of the Company, shall manage the business and affairs of the company and exercise all the powers vested in Directors except those which are specifically required by the Companies Act, 2013 to be exercised only at a Meeting of the Board subject to any limitation or condition which may be prescribed by the Act or Board or by the Company in General Meeting.

IV. TERMINATION:

The Whole-time Director may be removed by the Company from his office for gross negligence, breach of duty or trust by giving 90 days notice. The Whole-time Director may resign from his office by giving 90 days' notice to the Company.

If at any time the Whole-time Director ceases to be a director of the company from any causes whatever, he shall cease to be Whole-time Director.

V. COMPENSATION:

In the event of termination of office of Whole-time Director takes place before the expiration of tenure thereof, Whole-time 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.

The terms and conditions mentioned in the above explanatory statement may be treated as abstract of the terms of proposed contract under Section 196 of the Companies Act, 2013.

Resolution of the Board of Directors appointing Mr. Mahendra Somani as a Whole-time Director and Draft agreements of appointment are open for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day prior to the date of the meeting.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Since Mr. Mahendra Somani has already attained the age of 70 years, the Board commends this resolution as set out in the Notice for your approval as a Special Resolution.

The disclosure in pursuance of Regulation 36 of SEBI(LODR), Regulations. 2015 is given hereinafter.

Mr. Mahendra Somani, Mr. Manoj Somani Mr. Mr. Manish Somani and their relatives to the extent of their shareholding, if any, may be deemed to be interested in this resolution set out at item no. 5.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board

Date : 13th August, 2016
Place : Santej

Manoj Somani
Managing Director
DIN : 00119021



Details of the Directors seeking appointment in forthcoming Annual General Meeting
(in pursuance of Regulation 36 of SEBI(LODR), Regulations. 2015)

Name of Director	Mr. Manish Somani	Mr. Mahendra Somani
Director Identification No.	00119033	00360950
Date of Birth	20/09/1968	02/10/1945
Date of Appointment	20/05/1995	31/07/2006
Relationship with directors	Mr. Mahendra Somani (Father) Mr. Manoj Somani (Brother)	Mr. Manoj Somani (Son) Mr. Manish Somani (Son)
Expertise in specific functional areas	Industrialist and wide managerial experience.	Industrialist and wide administrative experience.
Qualifications	B.Com. PGDBM	S. S. C. E
Shareholding in Gopala Polyplast Limited as on 31/03/2016	1256600	1208520
List of other Public Companies in which Directorship held as on 31/03/2016	Nil	Kamala Mercantile Ltd.
Chairman / Membership of the Committees of the Board of the Companies on which he/she is a Director	Gopala Polyplast Limited Stakeholders' Relationship Committee - Member Share Transfer Committee- Member	Nil