



**NOTICE**

Notice is hereby given that the 33rd 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 Friday, 29th September, 2017 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, 2017 and the Statement of Profit & Loss 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. Manoj Somani (DIN 00119021) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint M/s. Ashok Dhariwal & Co., Chartered Accountants (Firm Registration No. 100648W), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ashok Dhariwal & Co., Chartered Accountants (Firm Registration No. 100648W) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s V. K. Moondra & Co., Chartered Accountants (Firm Registration No. 106563W), to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Eighth Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of out-of-pocket expenses.”

By Order of the Board  
Gopala Polyplast Limited

Date : 10th August, 2017

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. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective, should be duly stamped, completed, signed and must be received at the registered office of the company, not less than 48 hours before the commencement of the meeting.  
A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% 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 proxy for any other shareholder.
2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item no. 4 above is annexed thereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2017 to 29th September, 2017 (Both days inclusive) for the purpose of Annual General Meeting.
5. The Preference Dividend, if declared, will be paid to those preference shareholders, whose names appear in the Register & Members on 29th September, 2017.



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 2017-18.
7. Member/proxies/authorised representative should bring the duly filled attendance slip enclosed herewith the meeting.
8. 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.
9. The Register of Director and Key Managerial Personnel and their shareholding, maintained under section 170 of the companies Act, 2013 ('the Act'), and the Register of Contract or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the member at the AGM.
10. 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.
11. 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.
12. Members holding the shares in physical mode are requested to notify immediately the change of their address, email id and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address, email id and bank particulars should be given to their respective Depository Participant.
13. 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 Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 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, 2017, 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 dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 22nd September, 2017, 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.
  - v. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. 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.
  - vi. 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. The Scrutinizer shall immediately after the conclusion of the voting at AGM, 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 48 hours from conclusion of the meeting to the Chairman of the meeting. 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.gopalaplyplast.com](http://www.gopalaplyplast.com), on the notice Board at the Registered Office of the Company and on the website of CDSL immediately after the Chairman declares the results and communicated to the Stock Exchange/s where the shares of the Company are listed.



The instructions for e-voting are as under:

**SECTION A - E-VOTING PROCESS -**

**A. The instructions for shareholders voting electronically are as under:**

- I. The e-Voting period begins on Tuesday , September 26, 2017 (9.00 a.m.) and ends on Thursday , September 28, 2017 (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, 2017 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
- II. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- III. Click on Shareholders.
- IV. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. 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.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVII. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- XVIII. Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to
- XIX. m-Voting using their e voting credentials to vote for the company resolution(s).

**SECTION B - Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](mailto:mcsstaahmd@gmail.com)

**e-Voting Agency :**

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

**Scrutinizer : CS Nikunj N. Raval**

Practising Company Secretary  
E-mail ID : [nikunjraval@yahoo.com](mailto:nikunjraval@yahoo.com)

By Order of the Board  
Gopala Polyplast Limited

Date : 10th August, 2017  
Place : Santej

**Manoj Somani**  
Managing Director  
DIN : 00119021

**ANNEXURE TO THE NOTICE**

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

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying Notice dated August 10, 2017.

**Item No. 4**

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

The Companies Act, 2013 ("the Act") was notified effective April 1, 2014, Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two term of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent



auditor, M/s. V.K. Moondra & Co., ( Firm registration number : 106563W) has served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three year) at the ensuing 33rd AGM.

The Audit committee of the company has proposed and the Board has recommended on 10th August, 2017 the appointment of M/s. Ashok Dhariwal & Co., Chartered Accountants (Firm Registration No. 100648W) as the statutory auditor of the company. M/s. Ashok Dhariwal & Co will hold office for a period of five consecutive years from the conclusion of the 33rd Annual General Meeting of the Company till the conclusion of the 38th Annual General Meeting to be held in the calendar year 2022. The first year of audit of the financial statement will be for the year ending March 31, 2018 subject to ratification of their appointment at every Annual General Meeting, if so required under the Act

M/s. Ashok Dhariwal & Co., have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

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

The Board commends the ordinary resolution as set out in Item No. 4 of this Notice for your approval.

By Order of the Board  
Gopala Polyplast Limited

Date : 10th August, 2017  
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. Manoj Somani
Director Identification No.	00119021
Date of Birth	05/07/1967
Date of Appointment	04/04/1988
Relationship with directors	Mr. Mahendra Somani (Father) Mr. Manish Somani (Brother)
Expertise in specific functional areas	Industrialist and rich experience of woven sack industry.
Qualifications	B.E. (Production)
Shareholding in Gopala Polyplast Limited as on 31/03/2017	1236440
List of other Public Companies in which Directorship held as on 31/03/2017	YPO (GUJARAT)
Chairman / Membership of the Committees of the Board of the Companies on which he/she is a Director	Gopala Polyplast Limited Audit Committee - Member Stakeholders' Relationship Committee - Member Risk Management Committee - Member Share Transfer Committee- Member