

Regd. Office & Works :

485, Santej – Vadsar Road, Santej, Tal. Kalol, Dist. – Gandhinagar – 382721. CIN – L25200GJ1984PLC050560

Ph : (02764) 286305, 286514, 286654 Fax : 91-02764-286660 Email : hdpemkt@gopalapolyplast.com

Certificate No. 5980QMS001

30th November, 2019

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Company Code: 526717

Dear Sir;

Sub: Minutes of 35th Annual General Meeting

We are enclosing herewith copy of the Minutes of the 35th Annual General Meeting of the Company held on 30th November, 2019 for your records.

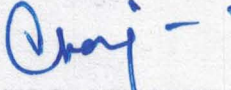
This is in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements).

Kindly find the same in order and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For Gopala Polyplast Limited



VIKASH GAUTAMCHAND JAIN
(Resolution Professional)



Reg No: IBBI/IPA-001/IP-P00354/2017-18/10612

Encl: As above

GOPALA POLYPLAST LIMITED
[COMPANY UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS]
[CIN: L25200GJ1984PLC050560]

Registered Office:
485, Santej – Vadsar Road, Santej, Tal. Kalol, Dist. – Gandhinagar – 382 721

MINUTES OF THE 35TH ANNUAL GENERAL MEETING

THE 35TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GOPALA POLYPLAST LIMITED WAS HELD ON SATURDAY, THE 30TH NOVEMBER, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT 485, SANTEJ – VADSAR ROAD, SANTEJ, TAL. KALOL, DIST. – GANDHINAGAR – 382 721 AT 12.00 NOON AND CONCLUDED AT 12.20 P.M.:

MEMBERS PRESENT:

Total 19 members in person / representatives of Members were present.

The required Quorum was present throughout the meeting.

Then the Resolution Professional welcomed the members present at the meeting.

The following Suspended Board of Directors of the Company were also present in the meeting:

- | | |
|-------------------------|--|
| 1. Mr. Manoj M. Somani | Managing Director |
| 2. Mr. Manish M. Somani | Wholetime Director & Chief Financial Officer |

IN ATTENDANCE:

- | | |
|-------------------------|------------------------------------|
| 1. Mr. Kashyap R. Mehta | Secretarial Auditors & Scrutinizer |
|-------------------------|------------------------------------|

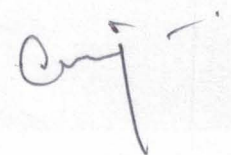
CHAIRMAN:

Mr. Vikash G. Jain, Resolution Professional of the Company occupied the Chair to lead the meeting and declared the Meeting in order.

DIRECTORS' PRESENT:

The Chairman informed the members that the Hon'ble National Company Law Tribunal (NCLT), Ahmedabad bench vide order dated 2nd May, 2019, has admitted the reference for initiation of Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code, 2016 (IBC) to initiate appropriate action contemplated in Corporate Insolvency Resolution Process (CIRP) in accordance with extant provisions of Insolvency and Bankruptcy Code (IBC), 2016 and other relevant rules. According to the said order, Mr. Vikash G. Jain (Reg. No.: IBBI/IPA-001/IP-P00354/2017-18/10612) was appointed as Insolvency Resolution Professional (IRP) w.e.f. the date of the said order. And thereafter on 31st May, 2019, Mr. Vikash G. Jain, was continued to be the Resolution Professional (RP) by Committee of Creditors. Hence, as per the provisions of Section 17 of the Insolvency and Bankruptcy Code, 2016 (IBC), the powers of the Board of Directors are suspended and the same are vested in the Resolution Professional (RP). The Powers vested with the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee will also be exercised by the Resolution Professional.

The Chairman further informed that Suspended Board of Directors Mr. Manoj Somani and Mr. Manish Somani, Directors of the Company were present.

2019


AUDITORS' AND SECRETARIAL AUDITORS:

The Chairman informed that the Statutory Auditors and Secretarial Auditors of the Company were exempted to attend the Annual General Meeting for which the Board of Directors have passed necessary resolution.

PROXIES:

The Chairman announced that the Company did not receive proxy from any Shareholder upto 48 hours before commencement of the Annual General Meeting.

REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR SHAREHOLDING:

The Chairman announced that as required under Section 171(b) of the Companies Act, 2013 and Secretarial Standards, the Register of Directors & KMP, their shareholding and Statutory & Secretarial Auditors' Report were kept open during the continuance of the meeting for inspection to the members.

NOTICE OF THE MEETING:

The Chairman read the Notice dated 5th November, 2019 of the 35th Annual General Meeting of the Company on 30th November, 2019.

The Chairman, with the permission of the Members present in the meeting took the Notice dated 5th November, 2019 as read.

STATUTORY & SECRETARIAL AUDITORS' REPORT:

The Chairman read the Statutory & Secretarial Auditors' Report to the Shareholders of the Company for the year ended on 31st March, 2019.

E-VOTING & BALLOT VOTING:

The Chairman informed the members that in terms of Section 108 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided remote e-voting facility to the members vide 35th AGM Notice dated 5th November, 2019 dispatched to the members. Members voted through remote e-voting between e-voting period from 27th November, 2019 to 29th November, 2019. The Chairman informed further that E-voting facility is not made available at the AGM venue.

The Chairman instructed to distribute physical Ballot forms to the members present in person or by proxy at the 35th Annual General Meeting to enable those members to cast vote who have not opted for e-voting as voting by show of hands would not be allowed in the 35th Annual General Meeting in terms of provisions of Section 107 of the Companies Act, 2013 and the provisions for demand of Poll would not be also applicable or relevant in view MCA's clarification dated 17th June, 2014.

The Chairman informed the members that the Mr. Kashyap R. Mehta, Proprietor of M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad Board was appointed as Scrutinizers to scrutinize the votes cast through e-voting and Ballot voting. The Scrutinizer to prepare the Report on e-voting & Ballot voting and would submit consolidated Scrutinizer's Report within 48 hours of the conclusion of 35th AGM.

1011
A. Mehta

CHAIRMAN'S STATEMENT:

The Resolution Professional informed the members about the current financial position of the Company and briefed the shareholders regarding initiation of CIRP against the Company and invited queries from the members present at the meeting to reply to their satisfaction. Some of the members present at the meeting asked few queries which the Chairman adequately answered.

ORDINARY BUSINESS:

ITEM NO. 1

ADOPTION OF BOARDS' INSOLVENCY PROFESSIONAL'S REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2018-19:

The Chairman placed before the meeting the Audited Financial Statement of the Company for the financial year ended on 31st March, 2019 including Boards' Insolvency Professional's Report and Auditors' Report thereon for the consideration and adoption of the same in the meeting by the Members of the Company and moved the following resolution be passed as an ORDINARY RESOLUTION:

ORDINARY RESOLUTION:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on 31st March, 2019 including Boards' Insolvency Professional's Report and Auditors Report thereon which have already been circulated to the Members and laid before this meeting be and are hereby approved and adopted.”

The aforesaid Resolution was proposed by the Mr. Manoj Somani and seconded by Mr. Laxman Chaudhary.

The Chairman declared the result on the above Resolution on the basis of Consolidated Final Report of the Scrutinizer as under:

	Remote E-voting	Ballot Voting	Consolidated Voting
Favour	15,34,409	14,89,788	30,24,197
Against	Nil	Nil	Nil
Total	15,34,409	14,89,788	30,24,197

The Chairman then declared to have passed the above Resolution as an Ordinary Resolution.

ITEM NO. 2

RE-APPOINTMENT OF MR. MANISH M. SOMANI AS DIRECTOR OF THE COMPANY RETIRING BY ROTATION:

The Chairman informed the members that Mr. Manish M. Somani retires by rotation from the office of Director at this 35th Annual General Meeting and that he being eligible has offered himself for reappointment as a Director of the Company.

Mr. Shantilal Gajjar proposed and Mr. Amit Kabra seconded the proposal that the following resolution for Re-appointment of Mr. Manish M. Somani as Director of the Company retiring by rotation as an ORDINARY RESOLUTION:

X VJ
Chaudhary

ORDINARY RESOLUTION:

“RESOLVED THAT the retiring Director Mr. Manish M. Somani (DIN –00119033) in terms of Section 152(6) of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Chairman declared the result on the above Resolution on the basis of Consolidated Final Report of the Scrutinizer as under:

	Remote E-voting	Ballot Voting	Consolidated Voting
Favour	15,34,409	14,89,788	30,24,197
Against	Nil	Nil	Nil
Total	15,34,409	14,89,788	30,24,197

The Chairman then declared to have passed the above resolution as an Ordinary Resolution.

VOTE OF THANKS:

The meeting was, thereafter, concluded with a Vote of Thanks to the Chair by the members present at the meeting and the Chairman also responded to that.


VIKASH G. JAIN
CHAIRMAN