

30TH ANNUAL REPORT 2013-14



GOPALA POLYPLAST LTD.

"And Reduced"



BOARD OF DIRECTORS

Shri Mahendra Somani
Shri Manoj Somani
Shri Manish Somani
Shri Jugal Kishore Khetawat
Shri Malay Dalal
Shri Balkrishna Mittle
Shri Rajkumar Poddar

- Chairman & Wholetime Director
- Managing Director
- Executive Director

Ms. Anal Desai

- Company Secretary

REGISTERED & ADMIN. OFFICE

485, Santej Vadsar Road, Santej,
Taluka Kalol, Dist. Gandhinagar-382721

REGISTRAR & TRANSFER AGENT

MCS LIMITED
101, 1st Floor, Shatdal Complex,
Opp. Bata Show Room, Ashram Road,
Ahmedabad-380 052

WORKS

- Unit-1 485, Santej Vadsar Road, Santej,
Taluka Kalol, Dist. Gandhinagar-382721
- Unit-2 Siddhi Vinayak Filaments
(A unit of Gopala Polyplast Ltd.)
Survey No 207/P, Plot No. 6,
Nr. Dadra Check Post, Village Dadra,
Union Territory of Dadra and Nagar Haveli.
- Unit-3 Plot No. 58, Shed No. 3 to 7 & 23 to 29,
Jayant Estate, Khatraj Bhoyan Road, Kahtraj,
Ta. Kalol, Dist. Gandhinagar - 382721.
- Unit-4 B-128 (B), Ambaji Industrial Area,
Abu Road-307026, Dist. Sirohi

AUDITORS

M/s. V. K. Moondra & Co.
Chartered Accountants

BANKERS

Dena Bank

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30th Annual General Meeting

Day : Tuesday

Date : 30th September, 2014

Time : 11 a.m.

Venue : 485, Santej Vadsar Road,
Santej, Taluka Kalol,
Dist. : Gandhinagar-382721.



NOTICE

Notice is hereby given that the 30th Annual General Meeting of GOPALA POLYPLAST LIMITED ("And Reduced") will be held at Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar - 382721, Gujarat on Tuesday, 30th September, 2014 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, 2014 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 appoint a Director in place of Mr. Jugal Kishore Khetawat (DIN 00920819) who retires by rotation and being eligible, offers himself for reappointment
3. To appoint 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 an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 ("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), M/s V. K. Moondra & Co., (ICAI Firm Registration no. 106563W), be and are hereby appointed / re-appointed as a Statutory Auditors of the Company; provided that the appointment shall be for 3 (Three) years from the conclusion of this 30th Annual General Meeting till the conclusion of the 33rd Annual General Meeting, and the appointment/re-appointment shall be subject to ratification by the Members at every Annual General Meeting to be held during the period.

"RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

SPECIAL BUSINESS

4. To appoint Mr. Malay Dalal (DIN: 01896746) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Malay Dalal (DIN: 01896746), who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 30th September 2019 and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Act."
5. To appoint Mr. Balkrishna Mittle (DIN: 00448528) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Balkrishna Mittle (DIN: 00448528), who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 30th September 2019 and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Act."
6. To appoint Mr. Rajkumar Poddar (DIN: 03567333) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,



2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajkumar Poddar (DIN: 03567333), who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 30th September 2019 and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Act."

7. To consider borrowing limits and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (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 sum of Rs.125/- Crores (Rupees One hundred and twenty five crores only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

8. To consider creation of charge on the assets of the Company and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non- Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

9. To ratify the appointment of Cost Auditors for the year 2014-15 and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution

"Resolved that pursuant to the provision of Section 148 and other applicable provisions of the Companies Act 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modifications or re-enhancement thereof, for the time being in force) and subject to other such guidelines and approval as may be required from the Central Government the reappointment of M/s. A G Tulsian & Co., Cost Accountants at Ahmedabad, having Firm No. 100629 as Cost Auditors to audit the cost records maintained by the Company as Processing of Plastic Industry for the year ending 31st March, 2015 under the Central



Government Order No. 52/26/CAB-2010 dated 06/11/2012 on a remuneration of Rs.35,000/- (Rupees thirty five thousand only) plus Service Tax as applicable, be and is hereby ratified."

By Order of the Board

Place : Santej
Date : 30th July, 2014

Manoj Somani
Managing Director
DIN : 00119021

NOTES :

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the special business above are annexed thereto
2. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2014 to 30th September, 2014 (Both days inclusive).
3. 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.
4. 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..
5. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
6. 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.
7. 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.
8. Voting through electronic means:
The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (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 Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS -

- Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.
- Step 2 : Click on "Shareholders" to cast your vote(s)
- Step 3 : Select the Electronic Voting Sequence Number (EVSN) along with "COMPANY NAME" i.e. "Gopla Polyplast Limited" from the drop down menu and click on "SUBMIT".
- Step 4 : 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
- Step 5 : Enter the Image Verification as displayed and Click on Login
- Step 6 : 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.
- Step 7 : 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. For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.

- b. Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
- c. Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#

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 as on the cut off date i.e. August 29, 2014 in the Dividend Bank details field.

Step 8 : After entering these details appropriately, click on "SUBMIT" tab.

Step 9 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create 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 changed 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.

Members holding shares in physical form will then directly reach the Company selection screen.

Step 10 : Click on the EVSN of the Company to vote.

Step 11 : On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 12 : Click on the Resolution File Link if you wish to view the Notice.

Step 13 : 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.

Step 14 : Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out

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

- i. The e-Voting period commences on September 25, 2014 (9.00 a.m.) and ends on September 26, 2014 (6.00 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 August 29, 2014 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.
- iv. CS Nikunj N. Raval, Practising Company Secretary (Membership No.: FCS 4730; CP No: 2333) (Address: K-12, Kalpataru Flats, Mirambica Road, Naranpura, Ahmedabad - 380013, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- v. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, 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 and submit forth with to the Chairman of the Company.
- vi. The Results shall be declared on the date of AGM of the Company. 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 <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited 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. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- ix. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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, in PDF format in the system for the scrutinizer to verify the vote.
- x. 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.
- xi. 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
CIN: L25200GJ1984PLC050560, E-mail ID: hdpeaccounts@gopalapolyplast.com

Registrar and Transfer Agent

MCS Limited
101, 1st Floor, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009
Phone: +91-79-26582878 Fax: +91-79-26581296

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

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

Item No. 4 to 6

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The Term shall be effective prospectively.

The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

All the Directors proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. Malay Dalal (DIN: 01896746) Mr. Balkrishna Mittle (DIN: 00448528) and Mr. Rajkumar Poddar (DIN: 03567333), being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

The Board of Directors have recommended appointment of Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar as Independent Directors of the Company.

Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar, non-executive independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. In the opinion of the Board, each of these



Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Notice have been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rs.1,00,000 each.

Brief resume of Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Copy of the draft letters for the appointments of Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar are interested in the resolutions set out respectively at Item No. 4 to 6 of the Notice with regard to his respective appointments.

The relatives of Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar may be deemed to be interested in the resolutions set out respectively at Item No. 4 to 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends these resolutions as set out in the Notice for your approval as Ordinary Resolutions.

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 these resolutions.

Item No. 7 & 8

Pursuant to Sections 293 (1) (d) and Section 293(1) (a) of the Companies Act, 1956 the Company at its Annual General Meeting held on 30th September, 1996 passed Ordinary Resolutions authorizing Board of Directors to borrow moneys upto Rs.75/- crores and also to create charge on the assets of the Company to that extent of the said amount.

Now in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except 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 from an amount not exceeding Rs.75/- Crore (Rupees seventy five crore only) at any time to an amount not exceeding Rs.125/- Crore (Rupees one hundred and twenty five crore only) at any time.

The proposed borrowings by the Company, if required, is to be secured by 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 with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) 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. 7 & 8 of the accompanying Notice, accordingly, seek members' approval for increasing the borrowing limits and disposal 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. 9

Ratification of appointment of Cost Auditor:

A proposal for reappointment of M/s. A G Tulsian & Co., Cost Accountants at Ahmedabad, having Firm No. 100629 as Cost Auditors for the year 2014-15 as recommended by the Audit Committee was approved by the Board at its meeting held on 29th July, 2014. A certificate dated 21/05/2014 issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 11.00 A.M to 1.00 P.M and shall also available at the meeting.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

The Board commends this resolution as set out in the Notice for your approval as an Ordinary 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 this resolution.

By Order of the Board

Place : Santej
Date : 30th July, 2014

Manoj Somani
Managing Director
DIN : 00119021

**Details of the Directors seeking appointment in forthcoming Annual General Meeting
(in pursuance of clause 49 Of the Listing Agreement)**

Name of Director	Mr. Jugal Kishore Khetawat	Mr. Malay Dalal
Director Identification No.	00920819	01896746
Date of Birth	24/09/1940	26/06/1963
Date of appointment	02/07/1993	31/07/2007
Expertise in specific functional areas	Industrialist with rich experience in areas like transportation, Real Estate development, trading, exports.	Finance and Accounts
Qualifications	Senior Cambridge	B.Com., F.C.A., Grad C.W.A.
Shareholding in Gopala Polyplast Limited as on 31/03/2014	32180 (0.36%)	Nil
List of other Public Companies in which Directorship held as on 31/03/2014	RTL Logistics Ltd. South City Projects (Kolkata) Limited Kolkata Metropolitan South City Development Limited Kolkata Metropolitan South City Logistics Limited Emami Paper Mills Limited	Nil
Chairman / Membership of the Committees of the Board of the Companies on which he is a Director	Nil	Gopala Polyplast Limited Audit Committee - Chairman Remuneration Committee - Chairman Shareholder Grievances Committee Chairman

**GOPALA POLYPLAST LTD. ("And Reduced")**

Name of Director	Mr. Balkrishna Mittle	Mr. Rajkumar Poddar
Director Identification No.	00448528	03567333
Date of Birth	01/05/1945	19/07/1947
Date of appointment	10/07/2010	01/10/2011
Expertise in specific functional areas	Advertising and Marketing	Textile Business
Qualifications	B.Com.	F. Y. B.Com.
Shareholding in Gopala Polyplast Limited as on 31/03/2014	Nil	Nil
List of other Public Companies in which Directorship held as on 31/03/2014	Nil	Nil
Chairman / Membership of the Committees of the Board of the Companies on which he is a Director	Gopala Polyplast Limited Audit Committee - Member Remuneration Committee - Member	Gopala Polyplast Limited Audit Committee - Member Remuneration Committee - Member