

35TH ANNUAL REPORT
2018-19



GOPALA POLYPLAST LTD.

[CIN: L25200GJ1984PLC050560]



GOPALA POLYPLAST LIMITED
[CIN: L25200GJ1984PLC050560]

35TH ANNUAL REPORT 2018-19

SUSPENDED BOARD OF DIRECTOR	:	Mr. Manoj M. Somani Mr. Manish M. Somani Mr. Kishori Lal Sonthalia	Chairman & Managing Director Whole Time Director & CFO Independent Director (resigned w.e.f. 25 th October, 2019)
RESOLUTION PROFESSIONAL*	:	Mr. Vikash G. Jain Reg. No.: IBBI/IPA-001/IP-P00354/2017-18/10612	
MANAGEMENT TEAM	:	Mr. Manish M. Somani	Chief Finance Officer
REGISTERED OFFICE & FACTORY	:	485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar – 382 721	
STATUTORY AUDITORS	:	M/s. Ashok Dhariwal & Co., Chartered Accountants, Ahmedabad	
SECRETARIAL AUDITORS	:	M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad	
BANKERS	:	Bank of Baroda (Erstwhile it was Dena Bank)	
REGISTRAR & SHARE TRANSFER AGENTS	:	MCS Share Transfer Agent Limited 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380 009	
WEBSITE	:	www.gopalapolyplast.com	

* **Note:** 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 and from 31st May, 2019, Mr. Vikash G. Jain, 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).

CONTENTS	PAGE NO.
Notice	2-16
Directors' Report including Corporate Governance Report & Secretarial Audit Report	17-43
Independent Auditors' Report	44-54
Balance Sheet	55
Statement of Profit and Loss	56
Cash Flow Statement	57
Notes to Financial Statement	58-78



NOTICE

NOTICE is hereby given that the **35THANNUAL GENERAL MEETING** of the members of **GOPALA POLYPLAST LIMITED** will be held as scheduled below:

Date : 30th November, 2019
Day : Saturday
Time : 12.00 Noon
Place : Registered Office of the Company at:
485, Santej Vadsar Road, Santej, Taluka Kalol,
Dist.: Gandhinagar – 382 721

to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manish M. Somani(DIN –00119033), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re appointment.

Mr. Vikash G. Jain

Date : 5th November, 2019

Resolution Professional for Gopala Polyplast Limited
Reg. No.: IBBI/PA-001/IP-P00354/2017-18/10612

NOTES:

1. The Register of Members and Share Transfer Books will remain closed from **23rd November, 2019 to 30th November, 2019** (both days inclusive) for the purpose of Annual General Meeting (AGM).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. 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 A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
4. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar &



Share Transfer Agents of the Company (RTA). Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

5. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting is provided in the Corporate Governance Report forming part of the Annual Report. The Directors have furnished the requisite declarations for their appointment / re-appointment.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
7. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
8. The Shareholders holding Shares in Physical form are advised to get their shares dematerialized as no physical shares can be traded in the Stock Exchanges in terms of SEBI and Stock Exchange guidelines.
9. **This is to bring to the notice of the Shareholders that as per SEBI Notification, the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 1st April, 2019. Hence, Shareholders are advised to get their physical shares dematerialized.**
10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
11. Members/Proxies are requested to bring duly filled attendance form along with their copy of Annual Report at the Meeting. Copies of Annual Report will not be distributed at the Meeting.
12. All documents referred to in the Notice and Explanatory Statement shall be available for inspection by members at the Registered Office of the Company during the business hours between 11.00 a.m. to 1.00 p.m. on all working days of the Company up to the date of the Annual General Meeting.
13. To support the "Green Initiative", Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for 2018-19 and this Notice inter alia indicating the process and manner of e-voting along with Attendance Form and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of AGM will also be available on the Company's website, www.gopalapolyplast.com and that of Central Depository Services (India) Limited ("CDSL"), www.evotingindia.com
15. The Ministry of Corporate Affairs has notified the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules) with the objective of enabling shareholders to use the information provided by the companies



on their websites and the website of the IEPF, to verify the status of unclaimed dividends, if any. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company's RTA before the unclaimed dividends are transferred to the IEPF.

16. Members and proxies thereof are requested to bring their Folio No. / DP Id-Client Id for identification.

17. VOTING THROUGH ELECTRONIC MEANS

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') is provided by Central Depository Services (India) Limited.
- (b) The facility for voting through ballot paper shall be made available at the AGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. **E-voting facility will not be made available at the AGM venue.**
- (c) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences **at 9.00 a.m. on Wednesday, 27th November, 2019 and ends at 5:00 p.m. on Friday, 29th November, 2019.** During this period members/shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 23rd November, 2019**, may cast their vote electronically (i.e. by remote e-voting). The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

The procedure and instructions for remote e-voting are, as follows:

- (i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- (ii) Now click on "Shareholders/ Members" to cast your votes.
- (iii) Now, fill up the following details in the appropriate boxes:

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

- (iv) Next, 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 holding shares in demat form and has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(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) 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 / Address Slip/ email pertaining to the notice of this Annual General Meeting.
Dividend Bank	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.
Details OR Date of Birth (DOB)	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 (iii).

(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 Electronic Voting Sequence Number (EVSN) of GOPALA POLYPLAST LIMITED.
- (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 out print of the voting done by you by clicking on ‘Click here to print’ option on the Voting page.
- (xvii) Shareholders can also use Mobile app - “m - Voting” for e voting . m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xviii) Note for Non – Individual Members and Custodians:

Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.



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 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.

- (f) In case you have any queries or issues regarding remote 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.
- (g) Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (h) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. **E-voting facility will not be made available at the AGM venue.**
- (i) The Scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two days from the conclusion of meeting, a consolidated Scrutiniser'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. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- (j) 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-www.evotingindia.com immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.



BRIEF PARTICULARS/PROFILE OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 26(4) & 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI:

Name of Directors	Manish M. Somani
Age (in years)	51
Date of Birth	20-09-1968
Date of Appointment	20-05-1995
Qualifications	B. Com.
Experience / Expertise	Production and administration
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolutions at item nos. 3 & 4 of the Notice convening this Meeting read with explanatory statement thereto
Remuneration last drawn by such person, if any.	Refer to report on Corporate Governance and Form No. MGT-9 (Extract of Annual Return)
Shareholding in the Company	5,10,100
Relationship with other Directors, Manager and other KMP of the Company	Mr. Manish M. Somani is related to Mr. Manoj M. Somani, Managing Director
Number of Meetings of the Board attended during the year	14
List of other Companies in which Directorships held	-
List of Private Limited Companies in which Directorships held	<ul style="list-style-type: none">- Indian Bobbin Manufacturing Company Private Limited- Gopala Trims Private Limited- Polyplus Concentrates Private Limited
Chairman/Member of the Committees of Directors of other Companies	-
Justification for choosing the appointee for appointment as Independent Directors	N.A.

**BOARDS' INSOLVENCY PROFESSIONAL'S REPORT**

To
The Members,
Gopala Polyplast Limited

The Board of Directors/Resolution Professional presents to the Members the 35th Annual Report of the Company.

1. INITIATION OF CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP):

Pursuant to the orders of Hon'ble National Company Law Tribunal (NCLT), Ahmedabad, Corporate Insolvency Resolution Process (CIRP) has been initiated in respect of Gopala Polyplast Limited ("the Company") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code") with effect from 2nd May, 2019. In this connection, Mr. Vikash G. Jain (Reg. No.: IBBI/IPA-001/IP-P00354/2017-18/10612) has been appointed as Resolution Professional (RP) to carry out the activities relating to CIRP as per the rules, regulations and guidelines prescribed by the Code.

Since the Company is under Corporate Insolvency Resolution Process (CIRP), as per Section 17 of the Insolvency & Bankruptcy Code, from the date of appointment of the Resolution Professional:

- the management of the affairs of the company shall vest in the Resolution Professional
- the powers of the Board of Directors company shall stand suspended and be exercised by the Resolution Professional.
- the officers and managers of the company shall report to the Resolution Professional and provide access to such documents and records of the company as may be required by the Resolution Professional.
- the financial institutions maintaining accounts of the company shall act on the instructions of the Resolution Professional in relating to such accounts furnish all information relating to the company available with them to the Resolution Professional.

2. FINANCIAL RESULTS :

	(₹ in Lakh)	
Particulars	2018-19	2017-18
Operating Profit/ (Loss) (Before Interest & Depreciation)	(6995.02)	2496.73
Less/ (Add): Interest/Finance Cost	(1332.01)	1132.39
Profit/ (Loss) before Depreciation	(8327.03)	1364.34
Less/ (Add): Depreciation	(600.46)	570.08
Less/(Add): Extra Ordinary Items	-	77.07
Profit/ (Loss) before Tax	(8927.49)	717.19
Less (Add): Current Tax	-	-
(Add)/ Less: Deferred Tax	26.69	(11.78)
Less: Income tax for earlier years	-	19.60
Profit / (Loss) after Tax	(8900.80)	709.37

MATERIAL CHANGES AND COMMITMENT:

The CIRP was initiated which was admitted vide an Order of the Hon'ble National Company Law Tribunal (NCLT), Ahmedabad, dated 2nd May, 2019 under the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code / IBC"). Under CIRP, Resolution Plans have been received but approval by Committee of Creditors (CoC) and further approval of NCLT is still pending. Accordingly, the financial results for the year ended 31st March, 2019 have been continued to be prepared on a going concern basis.