



GOPALA POLYPLAST LTD.

CIN: L25200GJ1984PLC050560

Regd. Office & Works:

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

Ph : (02764) 286305, 286514, 286654 Fax : 91-02764-286660

Email : cs@gopalapolyplast.com

NOTICE

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

Date	: 28 th April, 2018
Day	: Saturday
Time	: 11.00 A.M.
Place	: 485, Santej – Vadsar Road, Santej, Tal. Kalol, Dist. – Gandhinagar – 382 721

to transact the following:

SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 2013 and rules framed thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each and 5,00,000 (Five Lakh) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each to Rs. 21,00,00,000/- (Rupees Twenty One Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity shares of Rs.10/- (Rupees ten only) each and 5,00,000 (Five Lakh) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each and that Clause V of the Memorandum of Association of the Company be altered accordingly.”

Registered Office:

485, Santej – Vadsar Road,
Santej, Tal. Kalol,
Dist. – Gandhinagar – 382 721
Date: 24th March, 2018

By Order of the Board,

Manoj M. Somani
Managing Director



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the Notice is annexed hereto.
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 Extra Ordinary General Meeting (EGM).
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).
5. 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.
6. 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.
7. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialised form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
8. 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.
9. Members/Proxies are requested to bring duly filled attendance form along with their copy of Notice of EGM at the venue of EGM. Copies of Notice will not be distributed at the venue of Meeting.
10. 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 EGM.



11. 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.
12. In support of the ‘Green Initiative’ announced by the Government of India, electronic copies of 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 EGM will also be available on the Company’s website, www.gopalapolyplast.com and that of Central Depository Services (India) Limited (“CDSL”), www.cdslindia.com, www.evotingindia.com

13. 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 EGM (‘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 EGM, 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 EGM venue.
- (c) The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences **at 9.00 a.m. on Wednesday, the 25th April, 2018 and ends at 5:00 p.m. on Friday, the 27th April, 2018**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 21st April, 2018**, may cast their vote 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” 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the ten digit sequence number which is printed on Postal Ballot / Address Slip.</p> <p>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 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 (ii).</p>

- (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 cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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 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 EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility. **E-voting facility will not be made available at the EGM venue.**
- (i) The Scrutinizer shall, immediately after the conclusion of voting at EGM, 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.



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice dated 24th March, 2018 and should be taken as forming part of the Notice.

The present Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each and 5,00,000 (Five Lakh) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each. With a view to broad base the Capital structure, it is proposed to increase the Authorised Share Capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crore only) to Rs. 21,00,00,000/- (Rupees Twenty One Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity shares of Rs.10/- (Rupees ten only) each and 5,00,000 (Five Lakh) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each. Consequent to the increase in Authorised Share Capital, it is necessary to alter Clause V of the Memorandum of Association of the Company.

As per Section 61 of the Companies Act, 2013 and rules framed thereunder, it is necessary to obtain approval of the members by way of a Special Resolution to increase the Authorised Share Capital of the Company.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

Your Directors recommend the Resolution.

Registered Office:

485, Santej – Vadsar Road,
Santej, Tal. Kalol,
Dist. – Gandhinagar – 382 721
Date: 24th March, 2018

By Order of the Board,

Manoj M. Somani
Managing Director

GOPALA POLYPLAST LTD.

[CIN: L25200GJ1984PLC050560]

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

FORM MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]]

Name of the member (s):	
Registered Address:	
Email Id:	
Folio No./ DPID-Client ID:	

I/We, being the member (s) of Shares of the above named Company, hereby appoint:

1. Name:.....

Address:.....

.....

Email Id: Signature: or failing him

2. Name:.....

Address:.....

.....

Email Id: Signature:

as my/ our proxy to attend and vote for me as me/us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, the 28th April, 2018 at 11.00 a.m. at the Registered Office of the Company at 485, Santej – Vadsar Road, Santej, Tal. Kalol, Dist. – Gandhinagar – 382 721 and at any adjournment thereof in respect of such Resolution as indicated below:

Special Resolution

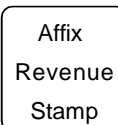
Special Business

Increase in Authorised Share Capital of the Company from Rs. 16 Crore to Rs. 21 Crore pursuant to Section 61 of the Companies Act, 2013

Signed this day of 2018

Signature of Shareholder

Signature of Proxy holder(s) (1) (2)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



GOPALA POLYPLAST LTD.

[CIN: L25200GJ1984PLC050560]

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FORM MGT-12

ATTENDANCE FORM/ BALLOT FORM

(TO BE USED BY SHAREHOLDERS PERSONALLY PRESENT/THROUGH PROXY AT THE MEETING AND HAVE NOT OPTED FOR E-VOTING)

1	Name and Address of the Sole/ First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our attendance at the meeting and vote(s) in respect of the Resolution set out in the Notice of Extra Ordinary General Meeting (EGM) of the Company held on Saturday, the 28 th April, 2018, by placing the tick (✓) mark at the appropriate box below:	

Special Resolution	No. of Shares	(FOR) I/We assent to the resolution	(AGAINST) I/We dissent the resolution
Special Business			
Increase in Authorised Share Capital of the Company from Rs. 16 Crore to Rs. 21 Crore pursuant to Section 61 of the Companies Act, 2013			

Place :

Date :

(Signature of the Shareholder/Proxy)

Note:

This Form is to be used for exercising attendance / voting at the time of Extra Ordinary General Meeting to be held on Saturday, the 28th April, 2018 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of EGM.





Route Map for venue of Extra Ordinary General Meeting

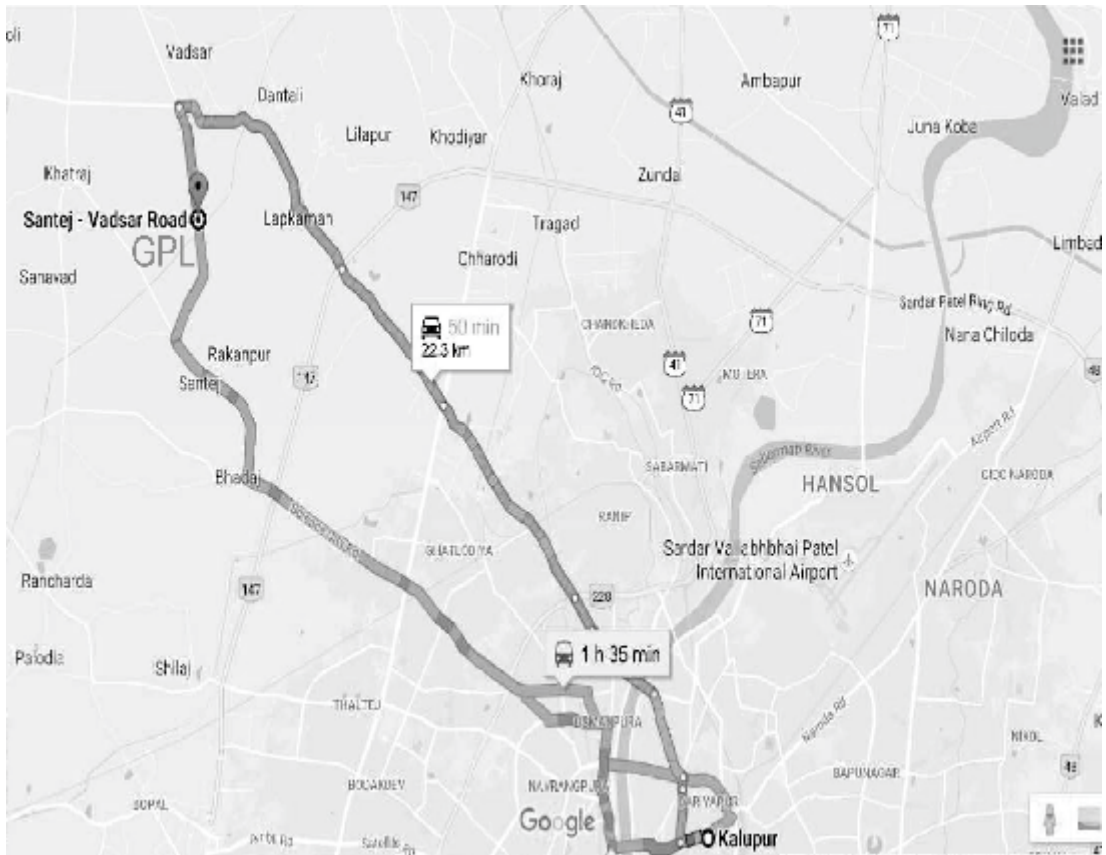
Route Map to the EGM Venue of:

GOPALA POLYPLAST LIMITED

Extra Ordinary General Meeting

at 11.00 a.m.

Saturday, 28th April, 2018



Venue :

**485, Santej – Vadsar Road, Santej,
Tal. Kalol, Dist. – Gandhinagar – 382 721**



If undelivered, please return to :

GOPALA POLYPLAST LTD.

[CIN: L25200GJ1984PLC050560]

Registered Office:

485, Santej – Vadsar Road, Santej, Tal. Kalol,

Dist. – Gandhinagar – 382 721