

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : GOPALA POLYPLAST LIMITED

Quarter Ending on : 31<sup>st</sup> December, 2008

Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Director's compensation & disclosures	49 (IB)	N.A.	Sitting fees paid to the non-executive directors are within the limits prescribed under the Act and hence does not require approval of the shareholder
(C) Other provisions as to Board and Committee	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 II		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49III	N.A.	The Company is not having any subsidiary Company
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Board Disclosures	49 (IV B)	Yes	
(C) Proceeds from public issues, right issues, preferential issues.	49 (IV D)	N.A.	
(D) Remuneration of Directors	49 (IV E)	Yes	
(E) Management	49 (IV F)	Yes	
(F) Shareholders	49 (IV G)	Yes	
<b>V. CEO / CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	

**For Gopala Polyplast Limited**

**(Manoj Somani)**  
**Managing Director**