

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**Name of the Company : GOPALA POLYPLAST LIMITED**

**Quarter Ending on : 31<sup>st</sup> December, 2012**

| 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 Directors' Compensation & Disclosures                  | 49 (IB)                     | N.A.                         | Sitting fees not paid exceeding limits prescribed under the Act and hence does not require approval of the shareholder                                |
| (C) Other Provisions as to Board and Committees                          | 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 II(D)                    | Yes                          |   |
| (E) Review of Information by Audit Committee                             | 49 (IIE)                    | Yes                          |   |
| <b>III. Subsidiary Companies</b>   | 49 (III)                    | 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) Disclosure of Accounting Treatment                                   | 49 (IV B)                   | N.A.                         | No treatment different from that prescribed in an Accounting Standard was followed while preparing Financial statement for the year ended 31/03/2012. |
| (C) Board Disclosures  | 49 (IV C)                   | Yes                          |   |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D)                   | N.A.                         |   |
| (E) Remuneration of Directors  | 49 (IV E)                   | Yes                          |   |
| (F) Management   | 49 (IV F)                   | Yes                          |   |
| (G) Shareholders   | 49 (IV G)                   | Yes                          |   |
| <b>V.CEO/CFO Certification</b>   | 49 (V)                      | Yes                          | Last certification was for the year ended 31/03/2012  |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                     | Yes                          | Last report was for the year ended 31/03/2012   |
| <b>VII. Compliance</b>   | 49 (VII)                    | Yes                          | Last compliance certificate was obtained from the Auditor of the Company for the year ended 31/03/2012  |

**For Gopala Polyplast Limited**

**Manoj Somani  
Managing Director**