



*GOPALA POLYPLAST LTD.*

32<sup>ND</sup>  
ANNUAL REPORT  
2015-16



**BOARD OF DIRECTORS**

Shri Mahendra Somani	- Chairman & Wholetime Director
Shri Manoj Somani	- Managing Director
Shri Manish Somani	- Executive Director
Shri Jugal Kishore Khetawat	- (Resigned w.e.f. 08/08/2016)
Shri Malay Dalal	
Shri Balkrishna Mittle	
Smt. Nirali Patel	
Ms. Anal Desai	- Company Secretary

**REGISTERED & ADMIN. OFFICE**

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

**REGISTRAR &  
TRANSFER AGENT**

MCS Share Transfer Agent Limited  
201, Shatdal Complex, Opp. Bata Show Room,  
Ashram Road, Ahmedabad-380 009

**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 Block No. 228/1 Shede No. 9A  
Dantali Industries Ltd., Dantali,

**AUDITORS**

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

**BANKERS**

Dena Bank

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**32nd Annual General Meeting**

Day : Thursday

Date : 29th September, 2016

Time : 11 a.m.

VENUE : 485, SANTEJ VADSAR ROAD, SANTEJ, TALUKA KALOL,  
DIST. : GANDHINAGAR-382721.



## NOTICE

Notice is hereby given that the 32nd Annual General Meeting of GOPALA POLYPLAST LIMITED will be held at Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar - 382721, Gujarat on Thursday, 29th September, 2016 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, 2016 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 declare dividend on Preference shares.
3. To appoint a Director in place of Mr. Manish Somani (DIN 00119033) who retires by rotation and being eligible, offers himself for reappointment
4. To ratify appointment of Statutory 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 **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 (“the 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) and pursuant to the resolution of the Members at the 30th Annual General Meeting held on 30th September, 2014, the Company hereby ratifies the appointment of M/s V. K. Moondra & Co., Chartered Accountants (ICAI Firm Registration no. 106563W), as a Statutory Auditors of the Company; to hold the office from the conclusion of this 32nd Annual General Meeting till the conclusion of the 33rd Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.”

### SPECIAL BUSINESS

5. To reappoint Mr. Mahendra Somani (DIN : 00360950) as a Whole-time Director and to consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution** :

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mahendra Somani, as a Whole-time Director of the Company for five (5) years with effect from 1st October, 2016, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mahendra Somani.

RESOLVED FURTHER THAT the remuneration payable to Mr. Mahendra Somani, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By Order of the Board

Date : 13th August, 2016  
Place : Santej

**Manoj Somani**  
Managing Director  
DIN : 00119021

Regd. Office: Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar - 382721, Gujarat  
Phone : (02764) 286305, 286514, 286654. Fax : (02764) 286660. E-mail ID: cs@gopalapolyplast.com  
Website : www.gopalapolyplast.com CIN: L25200GJ1984PLC050560



NOTES :

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item no. 5 above is annexed thereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2016 to 29th September, 2016 (Both days inclusive) for the purpose of Annual General Meeting.
3. The Preference Dividend, if declared, will be paid to those preference shareholders, whose names appear in the Register & Members on 29th September, 2016
4. 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.
5. 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.
6. The Company has applied to the Calcutta Stock Exchanges for voluntary delisting and its outcome is still awaited. The equity shares of the Company are continued to be listed on the Bombay Stock Exchange Limited (BSE) and has paid its listing fees for the financial year 2016-17.
7. The details of the Directors seeking appointment in forthcoming Annual General Meeting to be provided in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 with the Stock Exchanges is furnished in the Annexure.
8. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. 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.
10. 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.
11. Voting through electronic means:
  - i. The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in compliance of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015 (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 business set out in the notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through e-voting platform of Central Depository Services (India) Limited ("remote e-voting).
  - ii. Members whose names are recorded in the Register of members or in the register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 22nd September, 2016, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. 22nd September, 2016, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
  - iv. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the



meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

**SECTION A - E-VOTING PROCESS -**

- (i) Open your web browser during the voting period and log on to the e-Voting Website: **www.evotingindia.com**.
- (ii) Click on “Shareholders” to cast your vote(s)
- (iii) 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
- (iv) 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](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) 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 (Applicable for both demat shareholders as well as physical shareholders). For members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and 8 digits of the sequence number, printed on the address sticker affixed on the back side of Attendance Slip, in the PAN field. 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 100 then enter RA00000100 in the PAN field.
  - b. Enter the Date of Birth (DOB) recorded in the demat account in the Company records for the said demat account or folio in dd/mm/yyyy format.#
  - c. Enter your Dividend Bank details (Account Number) as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.#  
**# 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 in the bank account column.**
- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, first time user holding shares in Demat form will now reach Password Creation menu wherein they are required to mandatorily enter 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 same 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.
- (ix) For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in this notice.
- (x) Click on the EVSN of the Gopala Polyplast Limited to vote.
- (xi) 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 and click submit. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the Resolution File Link if you wish to view the entire Resolution details.



- (xiii) 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.
- (xiv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of voting done by you by clicking on "Click here to print" option on the voting page.
- (xv) Shareholders can also cast their vote using CDSL mobile app m-voting available for android based mobile. The m-voting app can be downloaded from Google Play Store. Please follow the instruction as prompted by the mobile app while voting from your mobile.

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

- i. The e-Voting period commences on Monday, September 26, 2016 (9.00 a.m.) and ends on Wednesday, September 28, 2016 (5.00 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 September 22, 2016 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 as on cut-off date for determining the eligibility to vote through electronic mode.
- iv. CS Nikunj N. Raval, Practising Company Secretary (Membership No.: FCS 4730; CP No: 2333) has been appointed as the Scrutinizer to scrutinize the e-Voting process as well as voting through Poll Paper at the AGM in fair and transparent manner.
- v. The Scrutinizer shall immediately after the conclusion of the voting at General Meeting, first count the votes cast at the meeting and thereafter 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 within three (3) days of conclusion of the meeting.
- vi. The Chairman shall declare the results of the voting forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gopalapolyplast.com](http://www.gopalapolyplast.com) and on the website of CDSL immediately after the Chairman declare the results and communicated to the Stock Exchange/s 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. Non-Individual Shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ix. 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.
- x. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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  
Phone : (02764) 286305, 286514, 286654 Fax : (02764) 286660, E-mail ID: [cs@gopalapolyplast.com](mailto:cs@gopalapolyplast.com)  
CIN: L25200GJ1984PLC050560



**Registrar and Transfer Agent**

MCS Share Transfer Agent Limited  
201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009  
Phone: +91-79-26580461/62/63, Fax: +91-79-26581296, E-mail ID : mcsstaahmd@gmail.com

**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

By Order of the Board

Date : 13th August, 2016  
Place : Santej

**Manoj Somani**  
Managing Director  
DIN : 00119021

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

**Item No. 5**

Ms. Mahendara Somani was appointed as Whole-time Director for a period of five year effective from 1st October, 2011. The Board of Directors in their meeting held on 13th August, 2016 has reappointed Mr. Mahendra Somani as a Whole-time Director for a period of five years i.e. from 1st October, 2016 to 30th September, 2021 as per the recommendation of the Nomination and Remuneration Committee.

Keeping in view that Mr. Mahendra Somani has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, It would be in the interest of the Company to reappoint Mr. Mahendra Somani as a Whole-time Director of the Company.

The major terms and conditions of his reappointment are as under:

**I. PERIOD:**

The term of the Whole-time Director shall be for a period of five years from 1st October, 2016 to 30th September, 2021.

**II. REMUNERATION:**

**A. SALARY : Rs. 1,00,000/- per month**

**B. COMMISSION : Nil**

**C. PERQUISITES :** In addition to salary, the Following perquisites not exceeding the overall ceiling prescribed under schedule V of the Companies Act, 2013 will be provided to the Whole-time Director.

**i. MEDICAL REIMBURSEMENT :**

Reimbursement of medical expenses for self and family as per Rules of the Company.

**ii. CLUB FEES :**

Fees of clubs, subject to a maximum of two clubs. This will not include admission and Life Membership fees.

**iii. PERSONAL ACCIDENT INSURANCE :**

Personal Accident Insurance Cover as applicable will be provided to him by the Company. Premium payable shall not exceed Rs. 2000/-

**iv. COMPANY CAR / PHONE :**

One car with the services of driver, to be maintained by the company for official use and Phone to be used for official purpose.

**v. GRATUITY :**

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.





**vi. LEAVE ENCASHMENT :**

Earned / Privilege leave may be allowed as per the Rules of the Company. Leave accumulated and not availed of during his tenure as Whole-time Director may be allowed to be encashed at the time of end of his tenure as per Rules of the Company

Reimbursement of Actual Expenses : Reimbursement of entertainment, traveling and all other expenses actually and properly incurred in the course of legitimate business of the Company.

So long as Mr. Mahendra Somani functions as a Whole-time Director, he shall not be paid any sitting fees for attending the meeting of the Board or any Committee thereof.

The Whole-time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.

**III. DUTIES:**

Subject to the superintendence, direction and control of the Board of Directors of the Company, the Whole-time Director, while looking after General Administration of the Company, shall manage the business and affairs of the company and exercise all the powers vested in Directors except those which are specifically required by the Companies Act, 2013 to be exercised only at a Meeting of the Board subject to any limitation or condition which may be prescribed by the Act or Board or by the Company in General Meeting.

**IV. TERMINATION:**

The Whole-time Director may be removed by the Company from his office for gross negligence, breach of duty or trust by giving 90 days notice. The Whole-time Director may resign from his office by giving 90 days' notice to the Company.

If at any time the Whole-time Director ceases to be a director of the company from any causes whatever, he shall cease to be Whole-time Director.

**V. COMPENSATION:**

In the event of termination of office of Whole-time Director takes place before the expiration of tenure thereof, Whole-time Director shall be entitled to receive compensation from the Company for loss of office to the extent and subject to limitation as provided under section 202 of the Companies Act, 2013.

The terms and conditions mentioned in the above explanatory statement may be treated as abstract of the terms of proposed contract under Section 196 of the Companies Act, 2013.

Resolution of the Board of Directors appointing Mr. Mahendra Somani as a Whole-time Director and Draft agreements of appointment are open for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day prior to the date of the meeting.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Since Mr. Mahendra Somani has already attained the age of 70 years, the Board commends this resolution as set out in the Notice for your approval as a Special Resolution.

The disclosure in pursuance of Regulation 36 of SEBI(LODR), Regulations. 2015 is given hereinafter.

Mr. Mahendra Somani, Mr. Manoj Somani Mr. Mr. Manish Somani and their relatives to the extent of their shareholding, if any, may be deemed to be interested in this resolution set out at item no. 5.

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 this resolution.

By Order of the Board

Date : 13th August, 2016  
Place : Santej

**Manoj Somani**  
Managing Director  
DIN : 00119021



Details of the Directors seeking appointment in forthcoming Annual General Meeting  
(in pursuance of Regulation 36 of SEBI(LODR), Regulations. 2015)

Name of Director	Mr. Manish Somani	Mr. Mahendra Somani
Director Identification No.	00119033	00360950
Date of Birth	20/09/1968	02/10/1945
Date of Appointment	20/05/1995	31/07/2006
Relationship with directors	Mr. Mahendra Somani (Father) Mr. Manoj Somani (Brother)	Mr. Manoj Somani (Son) Mr. Manish Somani (Son)
Expertise in specific functional areas	Industrialist and wide managerial experience.	Industrialist and wide administrative experience.
Qualifications	B.Com. PGDBM	S. S. C. E
Shareholding in Gopala Polyplast Limited as on 31/03/2016	1256600	1208520
List of other Public Companies in which Directorship held as on 31/03/2016	Nil	Kamala Mercantile Ltd.
Chairman / Membership of the Committees of the Board of the Companies on which he/she is a Director	Gopala Polyplast Limited Stakeholders' Relationship Committee - Member Share Transfer Committee- Member	Nil

**DIRECTORS' REPORT**

To,

**The Members  
Gopala Polyplast Limited**

Dear Members,

The Directors submit this 32nd Annual Report together with the Audited Accounts for the year ended 31st March, 2016.

**1. FINANCIAL RESULTS**

The performance of the Company during the year under review is summarized in the following statement:

(Rs. in Lacs)

<b>Particular</b>	<b>31.03.2016</b>	<b>31.03.2015</b>
Revenue from operations	<b>30874.22</b>	28601.60
<b>GROSS PROFIT/(LOSS) BEFORE INTEREST &amp; FINANCE CHARGES, DEPRECIATION AND TAX</b>	<b>1566.93</b>	929.28
Interest & Financial Charges	<b>907.12</b>	797.08
Depreciation	<b>610.74</b>	567.15
<b>PROFIT / (LOSS) BEFORE EXCEPTIONAL &amp; EXTRA ORDINARY ITEMS &amp; TAX</b>	<b>49.07</b>	(434.95)
Extra Ordinary Item 8. : Profit / (Loss) on sale of fixed assets / investment	<b>0.35</b>	(21.92)
<b>PROFIT / (LOSS) BEFORE TAX</b>	<b>49.42</b>	(456.87)
Provision for Taxation (including deferred tax)	<b>17.80</b>	13.99
<b>PROFIT / (LOSS) FOR THE YEAR</b>	<b>31.62</b>	(470.86)

**2. STATE OF AFFAIRS OF THE COMPANY**

The performance of the Company during the year under review improved reasonably well due to less volatility in the price of its key raw materials as compared to the same in the previous year 2014-15. Revenue from operations during the year under review increased by Rs.2272.62 lacs and profit before interest, depreciation and tax increased by Rs.659.81 lacs as compared to previous year. Despite increase both in finance cost by Rs.110.04 and provision for depreciation by Rs.43.69 lacs, the profitability of the Company during the period under review improved by Rs.502.48 lacs and the Company earned net profit of Rs.31.62 lacs as against net loss of Rs.470.86 lacs in the previous year.

During the year under review the company had established two new products viz. Reverse Laminated BOPP Bag and Block Bottom Bag in the Market and impact of these two new products had reflected in improved performance of the company. The Company had got registered with DGS & D of Government of India and got the rate contract from DGS&D for Supply of food grain bags to Government agency.

The Company expects better performance during the year 2016-17 with expected full utilization of its capacity for the manufacture of AD Star and BOPP bags.

**3. MATERIAL CHANGES DURING THE YEAR UNDER REVIEW**

No material changes and commitments have occurred during the year and between the end of financial year under review and the date of this report of the Board of Directors, which affects the financial position of the Company.

**4. DIVIDEND**

The Board of Directors recommends dividend Re. 0.01 per Cumulative Redeemable Preference Share of the Company for the year under review and also cumulative dividend pro rata for the year 2013-14 and for the year 2014-15. The dividend will be paid when declared by the shareholders in accordance with the law. However, with a view to conserving resources, your directors do not recommend dividend on Equity Share Capital for the year under review.

**5. TRANSFER TO RESERVES**

The Board of Directors does not propose to transfer any amount to the General Reserve or to any other reserve.

**6. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Sec. 134 (5) of the Companies Act, 2013 the Directors confirm:

- i) that in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) that such accounting policies as mentioned in Note 1 of the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the annual financial statements have been prepared on a going concern basis.
- v) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**7. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Rajkumar Poddar, Independent Director resigned effective from 9<sup>th</sup> May, 2015. Ms. Nirali Patel was categorised as an Independent Director under Section 149 (4) of the Companies Act, 2013 at the meeting of the Board of Directors held on 31<sup>st</sup> July, 2015 subject to approval by the Company in General Meeting.

Pursuant to provision of Section 149 and other applicable provisions of the Companies Act, 2013 Ms. Nirali Patel (DIN: 01354974) was appointed as Independent Directors at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2015. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. She has submitted a declaration to the Board that she has met the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and under then Clause 49 of the Listing Agreement.

Mr. Jugalkishore Khetawat resigned from the Board of Directors effective from 8<sup>th</sup> August, 2016

Mr. Manish Somani retires by rotation and being eligible has offered himself for re-appointment.

The term of Mr. Mahendra Somani as a Whole-time Director expires on 30<sup>th</sup> September, 2016. The Board has reappointed him for a further period of five years effective from 1<sup>st</sup> October, 2016, subject to approval by the members at the ensuing Annual General Meeting by passing a Special Resolution since he has already attained the age of 70 years.

During the year, none of the non-executive director of the Company had no pecuniary relationship or transaction with the Company.

**8. MEETINGS OF THE BOARD**

During the year under review, 7 (Seven) Board Meetings were held on 25/05/2015, 31/07/2015, 05/10/2015, 31/10/2015, 09/11/2015, 05/02/2016, and 26/03/2016.

The maximum time gap between two consecutive meetings of Board did not exceed the limit prescribed under the Companies Act, 2013.

The Agenda papers along with agenda notes were circulated well in advance to the Members of the Board for their review and to facilitate them to take informed decisions, if any.

**9. BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors based on inputs from the directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings. Also, the Chairman was also evaluated on the key aspects of his role.

In the separate meeting of independent directors, performance of non independent directors, performance of the board as a whole and performance of the Chairman was evaluated. The same was discussed in the Board meeting that followed the meeting of the independent directors, at which the performance of the Board, its committee and individual director was also discussed.



## **10. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act is as under.

**The Broad terms of reference of the Nomination and Remuneration Committee are as follows:**

- ❖ To identify person who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend the Board their appointment and / or removal.
- ❖ To carry out evaluation of every director's performance.
- ❖ To recommend to the Board a policy relating to remuneration for the Company's senior management including its Key Managerial Person and Board of Directors.
- ❖ To recommend remuneration of the Managing Director(s) and Whole-time Directors.
- ❖ To carry out other functions as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modification, as may be applicable.
- ❖ To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **Remuneration Policy:**

The remuneration of Managing Director / Executive Director / Whole-time Director / Key Managerial Personnel is proposed by the Committee and subsequently approved by the Board of Directors and further by the shareholders, if required. Executive remuneration is evaluated annually against performance and a benchmark of other companies in the same field, which in size and complexity are similar to the Company. In determining packages of remuneration, the Committee may consult with the Chairman / Managing Director as appropriate. Total remuneration shall be comprised as follows:

- ❖ A fixed base salary, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.
- ❖ Annual increment based on the performance appraisal by the Chairman / Managing Director / Committee and can under normal circumstances not exceed 25% of the fixed base salary.
- ❖ Provident Fund contributions, made in accordance with applicable laws and employment agreements.
- ❖ Gratuity payment shall be in accordance with applicable laws and employment agreements.
- ❖ Severance payments in accordance with termination clauses in employment agreements. Severance payments shall comply with local legal framework.

## **11. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate internal financial controls commensurate with the nature & size of business of the Company.

## **12. AUDIT COMMITTEE**

The Audit Committee was lastly reconstituted on 25/05/2015, comprising of two non-executive independent directors and one of them is Executive directors. The members of the Committee are Mr. Malay Dalal, non-executive independent director as a Chairman, Mr. Balkrishna Mittal non-executive independent director and Mr. Manoj Somani, Managing Director. Mr. Malay Dalal, Chartered Accountant has good financial and accounting knowledge.

## **13. AUDITORS**

At the 30th Annual General Meeting held on 30th September, 2014, M/s. V. K. Moondra & Co., Chartered Accountants were appointed as statutory auditors of the Company to hold office till the conclusion of the 33rd Annual General Meeting. In terms of the first proviso of Section 139 of the Companies Act, 2013, the appointment of Auditor shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. V. K. Moondra & Co., Chartered Accountants, as statutory auditors of the Company is placed for ratification by the members. In this regard, the company has received a certificate from the Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

## **14. DIRECTORS' RESPONSE TO AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT**

The auditor's report and secretarial auditor's report does not contain any qualifications, reservations or adverse remarks. Report of the secretarial audit is given as an annexure which forms part of this report.

Further, during the year, in the course of the performance of their duties as Auditor, no fraud was reported by them for which they have reason to believe that an offence involving fraud has been committed against the Company by officers or employees of the Company.

**Report on Frauds, if any:**

During the year under review, no incidence of any fraud has occurred in the Company. Neither the Audit Committee of the Board, nor the Board of the Company had received any report involving any fraud, from the Statutory Auditors of the Company. As such, there is nothing to report by the Board, as required under Section 134 (3) (ca) of the Companies Act, 2013.

**15. RISK MANAGEMENT**

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified are systematically addressed through mitigating actions on a continuing basis.

**16. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT**

During the year under review, the Company has not granted any Loans, guarantees or provided securities in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013 and has not made any investment through more than two layers of investment Companies.

**17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in Form AOC-2 is annexed hereto in **Annexure – I** and forms part of this report.

**18. CORPORATE SOCIAL RESPONSIBILITY**

The CSR Policy is not applicable to our company.

**19. SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES**

There were no companies which have become or ceased to be subsidiary, joint ventures or associate companies

**20. EXTRACT OF ANNUAL RETURN**

An extract of Annual Return of the Company as on 31st March, 2016 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 in Form MGT-9 is annexed hereto in **Annexure – II** and forms part of this report.

**21. PARTICULARS OF EMPLOYEES**

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and also the Statement containing particulars of employees as required under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 is provided hereunder.

**a. The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Name of the Director	Ratio to the median remuneration
Mr. Mahendra Somani – Whole time Director	5.93
Mr. Manoj Somani – Managing Director	9.63
Mr. Manish Somani – Executive Director	8.31

**b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:**

Name of the Director	Ratio to the median remuneration
Mr. Mahendra Somani – Whole time Director	0.00
Mr. Manoj Somani – Managing Director	0.00
Mr. Manish Somani – Executive Director	0.00
Mr. Krunal Shah - CFO	20.52%
Ms. Anal Desai – Company Secretary	0.00



- c. **The percentage increase in the median remuneration of employees in the financial year : 10.25%**
- d. **The number of permanent employees on the roll of Company : 249**
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration  
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 11.14% as against nil percentile increase in the managerial remuneration
- f. **Affirmation that the remuneration is as per the remuneration policy of the Company.**  
The Company affirms that the remuneration is as per remuneration policy of the Company

## **22. REPORT ON CORPORATE GOVERNANCE**

Your company is under exemption of compliance of Regulation 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015. Pursuant to regulation 34(3) read with Schedule V (C) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, therefore Report on Corporate Governance is not applicable.

## **23. CERTIFICATE ON CORPORATE GOVERNANCE AND CEO / CFO CERTIFICATION**

Since, your company is under exemption of compliance of Regulation 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015. Pursuant to regulation 34(3) read with Schedule V (C) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the provision regarding certification of Corporate Governance is not applicable.

As required by regulation 17(8) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the CEO and CFO certification as specified in Part B of Schedule II is not applicable.

## **24. REPORT ON MANAGEMENT DISCUSSION & ANALYSIS**

A detailed Management Discussion and Analysis as required under regulation 34(3) read with Schedule V (B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in Annexure III, which forms part of this Board Report.

## **25. DECLARATION OF INDEPENDENT DIRECTORS**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulation, 2015.

## **26. DISCLOSURE REQUIREMENT**

Details of the familiarization programmed of the independent directors are available on the website of the company ([www.gopalapolyplast.com](http://www.gopalapolyplast.com)).

Policy of dealing with related party transactions is available on the website of the Company ([www.gopalapolyplast.com](http://www.gopalapolyplast.com)).

The Company as formulated a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of Section 177(9) of the Act and Regulation 22 of the SEBI (LODR) Regulations 2015. The Whistle Blower Policy is available on the website of the company ([www.gopalapolyplast.com](http://www.gopalapolyplast.com)).

There has been no complaint received on Sexual Harassment during the year under review.

## **27. DEPOSITS**

The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 and as such, no amount on account of principal or interest on such deposits was outstanding as on the date of the balance sheet.

**28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO****Conservation of Energy**

Under modernisation and expansion programme undertaken during last two years, the Company has overhauled its major old machinery by installing new machinery which is consuming less power.

**Technology absorption, adaption and innovation**

The company continues to use the latest technologies for improving the productivity and quality of its products. The Company's operations do not require import of technology.

**Research and Development: Specific areas in which R&D was carried out by the Company**

No R & D was carried out by the Company in specific areas.

**Expenditure in R&D :** Rs. Nil

**Foreign Exchange earnings and outgo**

(Rs. in lacs)

<b>Foreign Exchange used and earned</b>	<b>2015-16</b>	<b>2014-15</b>
a. Foreign Exchange earnings	<b>576.62</b>	321.10
b. CIF Value of imports		
Raw Material (including purchase on high seas basis)	<b>1198.44</b>	753.56
Capital Goods	—	884.51
c. Expenditure in foreign currency	<b>18.19</b>	15.06

**29. SIGNIFICANT AND MATERIAL REGULATORY ORDERS**

There are no orders issued by any regulatory authorities or courts or tribunals in favour/against the Company impacting the going concern status and Company's operations in future.

**30. LISTING AGREEMENT**

The company has entered into Listing Agreement with BSE Ltd. in compliance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

**31. ACKNOWLEDGEMENT**

The Directors wish to convey thanks to the Company's employees, customers, vendors, bankers, various Central and State authorities for their co-operation and look forward to their continued support for the years to come.

**For and on behalf of the Board of Directors**

Date : 13th August, 2016

Place : Santej

**Mahendra Somani****Chairman**

DIN : 00360950



**ANNEXURES TO BOARD'S REPORT****ANNEXURE – I****FORM NO. AOC-2****(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in Sub – Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto

**1. Details of contracts or arrangements or transactions not at arm's length basis**

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts / arrangements / transactions including the value, if any	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in the general meeting as required under first provision to Section 188
Not applicable								

**2. Details of contracts or arrangements or transactions at arm's length basis**

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts/ arrangements/ transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1	Everplus Plastics Private Limited  Nature of relationship Mr. Mahendra Somani, Mr. Manoj Somani and Mr. Manish Somani, Directors of the Company are together holding 4.35% shares in the said Company	Purchase of master batch. However, no specific contracts as transactions are ongoing basis.	Transactions are on an ongoing basis	Aggregate Value of transaction. Purchases – Rs.579.89 lacs Sales – Rs.6.80 lacs	Board approval is not required as transactions are in ordinary course of business at arm's length basis. However, as an abundant caution the approval of the Board was obtained from time to time.	Nil

**For and on behalf of the Board of Directors**

Date : 13th August, 2016  
Place : Santej

**Mahendra Somani**  
**Chairman**

DIN : 00360950

**ANNEXURE – II****Form No. MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31/03/2016**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. Registration and other details:**

CIN	L25200GJ1984PLC050560
Registration date	11/06/1984
Name of the Company	GOPALA POLYPLAST LIMITED
Category / Sub-Category of the Company	Company limited by share / Indian Non-Government Company
Address of the registered office and contact details	Plot No.485, Santej Vadsar Road, Santej, Tal. Kalol, Gujarat, India-382721. Phone : (02764) 286305, 286514, 286654 Fax : (02764) 286660 E-mail ID : cs@gopalapolyplast.com
Whether listed company (Yes/No)	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited, 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009 Phone : (079) 26580461/62/63. Fax : (079) 26581296 e-mail ID : mcsahmd@gmail.com

**II. Principal of business activities of the company:**

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main Products / Services	NIC Code of the Product/Service	% to total turnover of the Company
1	Plastic articles for the packing of goods (plastic bags, sacks, etc.)	22203	80.76%
2	Other activities relating to finishing textiles	13139	19.24%

**III. Particulars of holding, subsidiary and Associate Companies:**

Sr. No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	Applicable Section
Not applicable				

**IV. Shareholding pattern (Equity share capital breakup as percentage of Total Equity):****(i) Category-wise Shareholding:**

Category of Share holder	No. of Shares held at the beginning of the year i.e. 01/04/2015				No. of Shares held at the end of the year i.e. 31/03/2016				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) INDIAN</b>									
a) Individuals / HUF	3944060	70000	4014060	45.27	4014060	0	4014060	45.27	0
b) Central Govt. / State Govt(s)	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	2078993	120	2079113	23.45	2079113	0	2079113	23.45	0
d) Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
e) Any other (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub total A(1)</b>	<b>6023053</b>	<b>70120</b>	<b>6093173</b>	<b>68.72</b>	<b>6093173</b>	<b>0</b>	<b>6093173</b>	<b>68.72</b>	<b>0</b>
<b>(2) FOREIGN</b>									
a) Individuals (Non-Residents)									
Individuals / Foreign Individuals)	0	0	0	0	0	0	0	0	0
b) Bodies Corporate	0	0	0	0	0	0	0	0	0
c) Institutions	0	0	0	0	0	0	0	0	0
d) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
e) Any other (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)</b>	<b>6023053</b>	<b>70120</b>	<b>6093173</b>	<b>68.72</b>	<b>6093173</b>	<b>0</b>	<b>6093173</b>	<b>68.72</b>	<b>0</b>



<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds/ UTI	0	200	200	0.00	0	200	200	0.00	0
b) Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
c) Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
d) Venture Capital Funds	0	0	0	0	0	0	0	0	0
e) Insurance Companies	0	0	0	0	0	0	0	0	0
f) Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
g) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
h) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
i) Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
j) Any other (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total (B) (1)</b>	<b>0</b>	<b>200</b>	<b>200</b>	<b>0.00</b>	<b>0.00</b>	<b>200</b>	<b>200</b>	<b>0.00</b>	<b>0</b>
<b>2. Non- Institutions</b>									
a) Bodies Corporate	258218	304520	562738	6.35	274183	304520	578703	6.53	0.18
b) Individuals	0	0	0	0					
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	991543	84260	1075803	12.14	959094	82860	1041954	11.75	-0.29
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	1116513	16000	1132513	12.77	1146455	0	1146455	12.93	0.16
c) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
d) Any other (Specify)	0	0	0	0	0	0	0	0	0
NRI	1965	0	1965	0.02	5907	0	5907	0.07	0.05
<b>Sub Total (B) (2)</b>	<b>2368239</b>	<b>404780</b>	<b>2773019</b>	<b>31.28</b>	<b>2385639</b>	<b>387380</b>	<b>2773019</b>	<b>31.28</b>	<b>0</b>
<b>Total Public shareholding (B) = (B)(1) + (B)(2)</b>	<b>2368239</b>	<b>404980</b>	<b>2773019</b>	<b>31.28</b>	<b>2385639</b>	<b>387380</b>	<b>2773019</b>	<b>31.28</b>	<b>0</b>
<b>TOTAL (A) + (B)</b>	<b>8391292</b>	<b>475100</b>	<b>8866392</b>	<b>100.00</b>	<b>8478812</b>	<b>387580</b>	<b>8866392</b>	<b>100.00</b>	<b>0</b>
<b>C. Shares held by Custodians and against which Depository Receipts have been issued</b>									
	0	0	0	0	0	0	0	0	0
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>8391292</b>	<b>475100</b>	<b>8866392</b>	<b>100.00</b>	<b>8478812</b>	<b>387580</b>	<b>8866392</b>	<b>100.00</b>	<b>0</b>

**(ii) Shareholding of Promoters:**

Sr. No.	Shareholder's Name	Share holding at the beginning of the year 01/04/2015			Shareholding at the end of year 31/03/2016			% change during the year
		No of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Manish Somani	1256600	14.17	0	1256600	14.17	0	0
2	Manoj Somani	1236440	13.95	0	1236440	13.95	0	0
3	Mahendra Somani	1208520	13.63	0	1208520	13.63	0	0
4	Arunodaya Credit & Holding Invt. P. Ltd.	832000	9.38	0	832000	9.38	0	0
5	Vinayaka Credit & Holding Invt. P. Ltd.	720000	8.12	0	720000	8.12	0	0
6	Indian Bobbin Mfg. Co. Pvt. Ltd.	306120	3.45	0	306120	3.45	0	0
7	Anilkumar Khetawat	140000	1.58	0	140000	1.58	0	0
8	Status Credit & Capital Pvt. Ltd.	100000	1.13	0	100000	1.13	0	0
9	RTL Logistics Ltd.	89000	1.00	0	89000	1.00	0	0
10	Jugal Kishore Khetawat (HUF)	70000	0.79	0	70000	0.79	0	0
11	Jugal Kishore Khetawat	32180	0.36	0	32180	0.36	0	0
12	Gopala Mercantile Ltd.	28000	0.32	0	28000	0.32	0	0
13	Seema Khaitan	20000	0.23	0	20000	0.23	0	0
14	Purnima Somani	18620	0.21	0	18620	0.21	0	0
15	Madhushree Somani	16280	0.18	0	16280	0.18	0	0
16	Ushadevi Somani	12000	0.14	0	12000	0.14	0	0



17	Swastik Capital and Stock Pvt. Ltd.	3833	0.04	0	3833	0.04	0	0
18	Ramnarayan Somani	3416	0.04	0	3416	0.04	0	0
19	Navjeevn Credit & Holdings Ltd.	120	0.00	0	120	0.00	0	0
20	Navjeevan Synthetics Ltd.	40	0.00	0	40	0.00	0	0
21	Shree Prakash Somani	4	0.00	0	4	0.00	0	0
	<b>TOTAL</b>	<b>6093173</b>	<b>68.72</b>	<b>0</b>	<b>6093173</b>	<b>68.72</b>	<b>0</b>	<b>0</b>

**(iii) Change in Promoters' Shareholding:**

Sr. No.	Name of the Shareholders	Shareholding at the beginning of the year (As on 01-04-2015)		Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / (Decrease)	There is no change in promoters' shareholding between 01/04/2015 to 31/03/2016			
	At the End of the Year				

**(iv) Shareholding Pattern of top ten Shareholders (Other than directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Name of the Shareholders	Date	Shareholding at the beginning of the year (As on 01-04-2015)		Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Ritudevi Anilkumar Jain	01/04/2015	297945	3.36	297945	3.36
		31/03/2016			297945	3.36
2	Anilkumar Mithalal Jain	01/04/2015	211951	2.39	211951	2.39
		31/03/2016			211951	2.39
3	Ambica Fabritext Private Limited	01/04/2015	120000	1.35	120000	1.35
		31/03/2016			120000	1.35
4	Darshini Jinal Shah	01/04/2015	116427	1.31	116427	1.31
		31/03/2016			116427	1.31
5	Mewara Fabritext Private Limited	01/04/2015	100000	1.13	100000	1.13
		31/03/2016			100000	1.13
6	Hitesh Ramji Javeri	01/04/2015	70000	0.79	70000	0.79
		31/03/2016			70000	0.79
7	Ashish Bhupendra Thakar	01/04/2015	53209	0.60	53209	0.60
		31/03/2016			69409	0.78
8	Kirti Milex Limited	01/04/2015	48000	0.54	48000	0.54
		31/03/2016			48000	0.54
9	Pearl Broking Services Limited	01/04/2015	44029	0.50	44029	0.50
		31/03/2016			44029	0.50
10	Arunkumar Govindprasad Mussady	01/04/2015	37000	0.42	37000	0.42
		31/03/2016			37000	0.42
11	Globe Commodities Limited	01/04/2015	0	0	0	0.00
		31/03/2016			41500	0.47

Note : Since the shares are traded on daily basis, date wise increase / decrease is not indicated.

**(v) Shareholding of Directors and Key managerial Personnel:**

Sr. No.	Name of Director / Key Managerial Personnel	Date	Shareholding at the beginning of the year (As on 01-04-2015)		Cumulative Shareholding during the year between (01-04-2015 to 31-03-2016)	
			No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Mahendra Somani	01/04/2015 31/03/2016	1208520	13.63	1208520 1208520	13.63 13.63
2	Mr. Manoj Somani	01/04/2015 31/03/2016	1236440	13.95	1236440 1236440	13.95 13.95
3	Mr. Manish Somani	01/04/2015 31/03/2016	1256600	14.17	1256600 1256600	14.17 14.17
4	Mr. Jugal Kishore Khetawat	01/04/2015 31/03/2016	32180	0.36	32180 32180	0.36 0.36

\*Mr. Rajkumar Poddar, Mr. Balkrishna Mittle, Mr. Malay Dalal and Ms. Nirali Patel Directors of the Company, Mr. Krunal Shah (CFO) and Ms. Anal Desai (CS) did not hold shares in this Company during the year.\*

**V. Indebtedness:****Indebtedness of the Company including interest outstanding / accrued but not due for payment:**

(Rs. in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
<b>Indebtedness at the beginning of the financial year i.e. as on 31/03/2015</b>				
i) Principal Amount	7313.18	2166.61	Nil	9479.79
ii) Interest due but not paid	Nil	75.64	Nil	75.64
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total i + ii + iii</b>	<b>7313.18</b>	<b>2242.25</b>	<b>Nil</b>	<b>9555.43</b>
<b>Change in indebtedness during the financial year</b>				
Addition	1544.43	2248.47	Nil	3792.90
Reduction	1322.69	2713.37	Nil	4036.06
<b>Net Change</b>	<b>221.74</b>	<b>(464.90)</b>	<b>Nil</b>	<b>(243.16)</b>
<b>Indebtedness at the end of the financial year i.e. as on 31/03/2016</b>				
i) Principal Amount	7534.92	1665.71	Nil	9200.63
ii) Interest due but not paid	Nil	111.64	Nil	111.64
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total i + ii + iii</b>	<b>7534.92</b>	<b>1777.35</b>	<b>Nil</b>	<b>9312.27</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Rs. in Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Mahendra Somani (WTD)	Mr. Manoj Somani (MD)	Mr. Manish Somani (ED)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.00	17.40	15.00	44.40
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil



4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (A)</b>	12.00	17.40	15.00	44.40
	Ceiling as per the Act	42.00	42.00	42.00	126.00

**B. Remuneration to other directors** (Rs. in Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
1	Independent Directors	Mr. Malay Dalal	Mr. Balkrishna Mittle	Mr. Rajkumar Poddar	Ms. Nirali Patel		
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil		Nil
	Commission	Nil	Nil	Nil	Nil		Nil
	Others, please specify	Nil	Nil	Nil	Nil		Nil
	Total (1)	Nil	Nil	Nil	Nil		Nil
2	Other Non-Executive Directors					Mr. Jugal Kishore Khetawat	
	Fee for attending board committee meetings					Nil	Nil
	Commission					Nil	Nil
	Others, please specify					Nil	Nil
	Total (2)					Nil	Nil
	<b>Total (B)=(1+2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	Total Managerial Remuneration						44.40
	Overall Ceiling as per the Act						126.00

**C. Remuneration to key managerial personnel other than MD/Manager/WTD :**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Krunal Shah CFO	Ms. Anal Desai CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.68	1.86	5.54
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit others, specify...	Nil	Nil	Nil
		Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	<b>Total</b>	<b>3.68</b>	<b>1.86</b>	<b>5.54</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties, punishment or compounding of offences during the year ended 31/03/2016.

**For and on behalf of the Board of Directors**

Date : 13th August, 2016  
Place : Santej

**Mahendra Somani**  
**Chairman**

DIN : 00360950

**ANNEXURE – III****Management Discussion and Analysis Report:****a) Industry Structure and developments**

Gopala Polyplast Limited has been in the HDPE/PP woven sacks industry right from its inception. The Company offers the complete range of HDPE/PP woven bags / sacks with liner, HDPE/PP woven laminated bags, BOPP coated bags, AD Star bags, which are manufactured in our state of the art manufacturing unit. Today the Company is one of the largest manufacturers of PP Woven Sacks for Cement Industry in the Country. The Company has also diversified its activities by setting up facilities for manufacture of textile woven labels.

Despite being hampered by the Jute Packaging Materials (Compulsory Use in Packing Commodities) Act, 1987 (JPMA) by which the Government of India mandates the use of only Hessian (Jute) bags for many high-volume applications like packaging of food-grains and sugar, the industry produces the equivalent of almost 1 million MT of polypropylene (PP) and high density polyethylene (HDPE) per annum valued at around Rs.10,000-12,000 crores. HDPE bags are used mainly by the fertilizer industry and PP bags are mainly used for the packaging of cement. Of course, this number has been boosted by the periodic shortage of Hessian bags in recent years as a result of which the Government has permitted dilution of the JPMA from time to time until the shortage was overcome. Today, the use of woven sacks is quite extensive for applications ranging from chemicals, fertilizers and cement to a wide variety of products in the 10 to 50 kgs. range.

Plastic woven sacks are technically the preferred system as compared to Hessian bags because they provide much better protection to the products. They are also much cheaper - a typical 50 kg. Hessian bag costs about Rs.25 per bag whereas a PP woven sack costs around Rs.18 per bag.

The growth of organized retailing through huge malls and increase in the demand of ready to wear garments because of changing fashion trends have lead to growth in demand of labels. The Company has made inroads in the domestic garments sector. Due to the depreciation of Rupee against the US Dollar the garment exports from the country has created tremendous opportunity for the label business.

**b) Opportunities and threats****Opportunities :**

1. Growing industrialization in India, leading to more demand of sophisticated packaging by end customer. The Company is main supplier to cement industry and all major players in cement industries are doing their expansion on regular basis so demand of bags will increase in near future.
2. With the beginning of organised retailing of agro & food products, the packaging requirement with value added PP bags will emerge creating a new market for the company's product.
3. Poor showing of jute industry. Hence food grain sector shows ample scope in future as government is relaxing the jute packaging orders.
4. Export, retail packing of sugar and food grain shifting to PP sacks segment.
5. Ready to wear garment in domestic market is increasing due to changing fashion trend will create a new demand for label product for the company.
6. Overall economic growth of India.

**Threats :**

1. The threats of competition out of new capacities .
2. International fluctuation in petroleum products affects industry.
3. Domestic market is more price sensitive than quality sensitive
4. The process of making bags from fabric is labour oriented and labours are now in short supply.
5. Products are not bio degradable. Hence, criticism from certain sector of society as being dangerous to environment may force government to put some type of restrictions which may adversely affect future growth.

**c) Segment-wise or product-wise performance**

The details have been furnished under Sl. No. 13 of the notes to the financial statement of the Balance-sheet.

**d) Outlook**

Woven polyethylene /polypropylene bags or simply woven HDPE/PP bags are versatile packing materials and are, being used as an innovative and cost-effective packaging concept with light weight and the toughest packaging bags, in mainly cement industries, agricultural, Sugar, fodder, chemicals, fertilizers, Sand, metals and concretes etc. polypropylene bags have special linings that result in better resistant to humid conditions, in turn, leading to



prolonged shelf life of the packed products. The HDPE/PP fabrics have high strength along with increased tear resistance. Hence, these bags can withstand rough handling during the process of transportation. HDPE (high density polyethylene) used in order to take advantage of its excellent protective barrier properties. Its chemical resistance properties also make it well suited for items such as containers for household chemicals and detergents.

PP (polypropylene) has high tensile strength, making it ideal for use as tough handling material. Because of its high melting point, polypropylene can be hot-filled with products. PP Woven bags are the traditional bags in packaging industry due to their wide variety of usage, flexibility and strength. They are commonly used for packing fertilizers, feeds, grains, Barley, flour, salt, sugar, seeds, explosive, cement, coal, malt, rubbish and other lumpy and fine materials. PP Woven bags are made according to customers' preferred specifications as to mesh, denier, G/ square meter, color, and width that varies from 35cm to 80 cm. Polypropylene bags or sacks are used for packing a wide range of pulverous and free-flowing goods such as flour, corn, grain, animal feed, sugar, salt, fertilizer, carbon, caustic soda, Cement, calcium carbonate, gypsum, lime, sand etc.

Packaging is one of the fastest growing industries and stands at USD 700 billion globally. It has grown higher than GDP in most of the countries. In developing country like India, it grew at a CAGR of 16% in the last five years and touched ~USD 32 Bn in FY 15. The Indian packaging industry constitutes ~4% of the global packaging industry. The per capita packaging consumption in India is low at 4.3 kgs, compared to developed countries like Germany and Taiwan where it is 42 kgs and 19 kgs respectively. However in the coming years Indian packaging industry is expected to grow at 18% p.a. wherein, the flexible packaging, which among other includes woven sacks, is expected to grow at 25 % p.a. and rigid packaging to grow at 15 % p.a.

As per the current scenario, there is a clear dearth of the required quantity of jute bags (14.1 lakh bales) for food grains and their pricing is also a bit on the higher side. The rise in demand that has been estimated for the jute bags will not be met if current statistics are to be considered. Thus, the Central Government has no other option than to consider plastic bags as a cost effective and readily available packaging material for food grains. The Food Ministry in a recent note said for "the current rabi (2016-17) season, the jute industry expressed its ability to supply 2 lakh bales a month against the total requirement of 13.43 lakh bales packing materials during December 2015 to April 2016." Considering this, the Centre had used 4.96 lakh bales of HDPE/PP bags. From January to April, the two union ministries had extended the exemption from 10% (in November and December, 2015) to 30% this year and any change in this scenario is unlikely in near future. In fact, the Commission on Agricultural Costs and Prices wants dilution of food grain packaging to 75% from 90% and is keen to do away with the mandate for sugar from 20% currently.

Demand for the Company's products depends on the growth in demand for the products of its user industries, such as Cement (about 50%), Fertilizer (about 25%), Chemicals (about 7%), Food Grains (about 6%), Sugar (about 1%),.. The Indian woven sack industry is expected to continue to grow at the annual compounded growth rate of 11% to 12%. In case of Labels demand depends on the growth of Apparel Industry, which is also expected to grow at the annual compounded growth rate of 11% to 12%.

#### **e) Risks and concerns**

1. Food grain products are restricted to use PP sacks as stipulated under Jute Packaging Materials (Compulsory Use in Packaging Commodities), Act, 1987, which affects the demand. Though the Company is not affected by the said restriction as its major sales is to Cement sector which consumes about 50% of PP sacks, it definitely impacts the growth plans.
2. Due to lower margins high production capacity utilization is required in order to earn profit.

#### **f) Internal Control System and their adequacy**

The company has the internal control systems, which have been found adequate by the management of the company. The company has also constituted an audit committee to further strengthen the internal audit control systems in the Company.

#### **g) Discussion on financial performance with respect to operational performance**

Discussed in the Directors' Report under the heading "State of affairs of the Company."

#### **h) Human Resources Development and Industrial Relations**

Industrial relations within the Company as well as public relations with all outside agencies have been most cordial. The Board wishes to place on record its appreciation for the sustained efforts of all employees towards attaining the present performance.





- i) **Material financial commercial transactions, where the management has personal interest which have a potential conflict with the Interest of the Company at large.**

There are no material financial commercial transactions, where the management has personal interest, which have a potential conflict with the Interest of the Company at large.

**For and on behalf of the Board of Directors**

Date : 13th August, 2016  
Place : Santej

**Mahendra Somani**  
**Chairman**  
DIN : 00360950

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**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT  
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

As required by Regulation 34(3) read with Para D of Schedule V to the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, We hereby declare that the Company has adopted a Code of Conduct and Ethics for all Board Members and Senior Management of the Company.

We further declare that the Company has in respect of the financial year ended 31 March, 2016, received from all the Board Members and Senior Management Personnel of the Company, an affirmation of compliance with the Code, as applicable to them.

**For and on behalf of the Board of Directors**

Date : 13th August, 2016  
Place : Santej

**Manoj Somani**  
**Managing Director**  
DIN : 00119021



**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31st March 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,  
The Members  
Gopala Polyplast Limited**

I have conducted the SECRETARIAL AUDIT of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Gopala Polyplast Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and others records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and as per the explanations given to me and representations made by the management, I hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute book, forms and returns filed and other records made available to me and maintained by the company for the financial year ended on 31st March, 2016 according to the provision of :

- i. The Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depository Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the Company during the Audit period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May, 2015) and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May, 2015);
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the Company during the Audit period);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014(not applicable to the Company during the Audit period);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit period) ;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (not applicable to the Company during the Audit period);
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit period);
  - h) The Securities and Exchange Board of India ( Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit period);
- vi. The management has identified and informed the following laws as being specifically applicable to the company:
  - a) Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder.
  - b) Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder.
  - c) Hazardous waste (Management, Handling and Transboundary Movement) Rules, 2008 framed under Environment (Protection) Act, 1986 and Rules made thereunder.

I have also examined compliance with applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and made effective from 1st July, 2015;
- ii. The Listing Agreement for Equity Shares entered into by the Company with Stock Exchange(s) for the period



from 1st April, 2015 to 30th November, 2015 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st December, 2015 to 31st March, 2016.

During the period under review and as per the explanations and clarifications given to me and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

**I further report that**

The Board of Director of the Company is duly constituted with proper balance of Executive Director, Non- Executive Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.

Adequate notice was given to all the Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meeting and Committee meetings are carried out unanimously and the views of dissenting members, if any, are captured and recorded as part of the minutes of Board of Directors or committees of the Board, as the case may be.

I further report that as per the explanations given to me and the representations made by the management and relied upon by me there are adequate system and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- I. Public / Rights / debentures / sweat equity.
- II. Buy-Back of securities.
- III. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- IV. Merger / amalgamation / reconstruction etc.
- V. Foreign technical collaborations

Place: Ahmedabad  
Date: 13th August, 2016

**Nikunj Raval**  
Practising Company Secretary  
M.No. FCS 4730, CP No. 2333

This report is to be read with our letter of even date which is annexed as Annexure A and forms and integral part of this report.

**'Annexure A'**

**To,  
The Members  
Gopala Polyplast Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place: Ahmedabad  
Date: 13th August, 2016

**Nikunj Raval**  
Practising Company Secretary  
M.No. FCS 4730, CP No. 2333

**INDEPENDENT AUDITORS' REPORT**

To,  
The Members of  
**GOPALA POLYPLAST LIMITED**

We have audited the accompanying financial statements of Gopala Polyplast Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year the ended, and a summary of significant accounting policies and other explanatory information.

The company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accountant Standards referred to in section 133 of the Companies Act, 2013 ("the Act") read with rule 7 of the Companies Accounts Rules 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial control that we are operating effectively for ensuring the accuracy and completeness of accounting records relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
  - b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
  - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
  2. As required by section 143(3) of the Act, we report that:
    - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
    - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
    - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
    - d) in our opinion, the financial statements comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with rule 7 of Companies Accounts Rules 2014
    - e) on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
    - f) With respect to the adequacy of the internal finance controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate Report in "Annexure-B". Our report expresses an Unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
    - g) With respect to the other matters to be included in the Auditors Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules 2014, in our opinion and to the best of our information and according to explanations given to us by the management, the requirements of the same are duly complied with as under :



1. The company has disclosed the impact of pending litigations on its financial position in its financial statements by way of disclosure in CARO reporting.
2. In our opinion and as per the information and explanation given to us, the company has not entered into any long term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and
3. There has not been an occasion in case of the company during the year under the report to transfer any sums to the Investor Education and Protection Fund, hence the question of delay in transferring such sums does not arise.

**For V. K. Moondra & Co.**  
Chartered Accountants  
FR No. 106563W

Place : Santej  
Date: 20th May, 2016

**V. K. Moondra**  
Proprietor  
M. No.: 70431

### Annexure to the Auditors' Report

The Annexure referred to in our report to the members of the above company for the year Ended on 31/03/2016. We report that:

Sr. No.	Particulars	Auditors Remark
(i)	(a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;	Yes
	(b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account;	Yes no discrepancies noticed.
	(c) Whether title deeds of immovable properties are held in the name of the company. If no, provided details thereon.	Yes
(ii)	(a) whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, how they have been dealt with in the books of account;	Yes, no material discrepancies were noticed
(iii)	(iii) whether the company has granted any loans, secured or unsecured to companies, firms or Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act. If so,	No loans given to parties covered in the register maintained u/s 189
	(a) Whether the terms and conditions of the grant of such loans are prejudicial to the company's interest;	Not Applicable
	(b) Whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayment or receipts are regular.	Not Applicable
	(c) If the amount is overdue, state the total amount overdue for more than ninety days and whether reasonable steps have been taken by the company for recovery of the principal and interest:	Not Applicable
(iv)	In respect of loans, investments and guarantees, whether provision of section 185 and 186 of the companies act, 2013 have been complied with. If not, provide details thereof.	Yes
(v)	In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, where applicable, have been complied with? If not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not?	No such deposits accepted
(vi)	where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 whether such accounts and records have been made and maintained;	Not Applicable



Sr. No.	Particulars	Auditors Remark																									
(vii)	(a) Is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.	The company is Generally regular																									
	(b) Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).	No such dues pending, except as per below table																									
	<table border="1"> <thead> <tr> <th>Nature of statute</th> <th>Nature of Dispute</th> <th>Demand Amount (Rs.)</th> <th>Period to which Dispute Relates</th> <th>Forum Where Dispute is pending</th> </tr> </thead> <tbody> <tr> <td>Income Tax</td> <td>Various addition u/s 143(3) of I.T.Act.</td> <td>Nil</td> <td>AY 2010 – 11</td> <td>I.T.A.T., Ahmedabad [Department's Appeal]</td> </tr> <tr> <td>Income Tax</td> <td>Various addition u/s 143(3) of I.T.Act.</td> <td>Nil</td> <td>AY-2013 - 14</td> <td>CIT (Appeal) II, Ahmedabad</td> </tr> <tr> <td>Income Tax</td> <td>Penalty U/s 271 (1) (c) of I.T.Act.</td> <td>1.41 Lacs</td> <td>AY 2010 – 11</td> <td>CIT (Appeal) VIII, Ahmedabad</td> </tr> <tr> <td>Excise Department</td> <td>Utilisation of cenvat credit</td> <td>116.63 Lacs towards duty &amp; 116.63 towards penalty u/s 11 AC.</td> <td>AY-2014 - 15</td> <td>Honorable High Court of Gujarat.</td> </tr> </tbody> </table>	Nature of statute	Nature of Dispute	Demand Amount (Rs.)	Period to which Dispute Relates	Forum Where Dispute is pending	Income Tax	Various addition u/s 143(3) of I.T.Act.	Nil	AY 2010 – 11	I.T.A.T., Ahmedabad [Department's Appeal]	Income Tax	Various addition u/s 143(3) of I.T.Act.	Nil	AY-2013 - 14	CIT (Appeal) II, Ahmedabad	Income Tax	Penalty U/s 271 (1) (c) of I.T.Act.	1.41 Lacs	AY 2010 – 11	CIT (Appeal) VIII, Ahmedabad	Excise Department	Utilisation of cenvat credit	116.63 Lacs towards duty & 116.63 towards penalty u/s 11 AC.	AY-2014 - 15	Honorable High Court of Gujarat.	
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(viii)	Whether the company has defaulted in repayment of dues to a financial institution, bank, government or dues to debenture holders? If yes, the period and amount of default to be reported; (in case of defaults to banks, financial institute and government, lender wise details to be provided).	No such default																									
(ix)	Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those raised. If not, the details together with delay / default and subsequent rectification, if any, as may be applicable, be reported.	Not applicable																									
(x)	Whether any fraud by the company or any fraud on the company by its officer/ employees has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated.	No such instance																									
(xi)	Whether managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act ? If not, state the amount involved and steps taken by the company for securing refund of the same.	Yes																									
(xii)	Whether all transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc as required by the accounting standards and Companies Act, 2013.	Yes																									
(xiii)	Whether the Nidhi Company has complied with Net Owned Funds to Deposit Ratio of 1: 20	Not applicable																									
(xiv)	Whether the company has made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of Section 42 of the Companies Act, 2013 have been complied and the amount raised have been used for the purposes for which the funds were raised. If not, provide details thereof of amount involved and nature of non compliance.	Not Applicable																									
(xv)	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether provisions of Section 192 of Companies Act, 2013 have been complied with.	No Such Transactions made																									
(xvi)	Whether the company is required to be registered under Section 45-IA of the Reserve Bank of India act, 1934, and if so, whether the registration has been obtained.	Not Applicable																									

**For V. K. Moondra & Co.**

Chartered Accountants

FR No. 106563W

Place : Santej

Date : 20th May, 2016

**V. K. Moondra**

Proprietor

M. No. 70431



**Annexure – B to Independent Auditors' Report**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of Gopala Polyplast Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to and audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that,



- (1) Pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorities of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For V. K. Moondra & Co.**  
Chartered Accountants

FR No. 106563W

**V. K. Moondra**  
Proprietor  
M. No. 70431

Place : Santej

**Date : 20th May, 2016**



**Balance Sheet as on 31st March 2016**

Particulars	Note No.	As at 31st March, 16 Rupees	As at 31st March, 15 Rupees
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds:</b>			
Share Capital	1	<b>13,66,63,920</b>	13,66,63,920
Reserves & Surplus	2	<b>10,51,83,180</b>	10,20,31,288
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	3	<b>39,37,17,987</b>	47,92,88,642
Deferred Tax Liabilities (Net)			
Long Term Provisions	4	<b>79,09,299</b>	63,48,177
<b>Current Liabilities</b>			
Short-Term Borrowings	5	<b>48,76,97,039</b>	43,81,16,713
Trade Payables	6	<b>29,05,90,463</b>	21,74,63,830
Other Current Liabilities	7	<b>13,97,93,038</b>	9,19,78,748
Short-Term Provisions	8	<b>3,04,36,222</b>	80,58,559
<b>TOTAL</b>		<b><u>1,59,19,91,148</u></b>	<b><u>1,47,99,49,877</u></b>
<b>II. ASSETS</b>			
<b>Non Current Assets</b>			
<b>Fixed Assets:</b>			
	9		
Tangible Assets ( Net Block )		<b>46,59,04,309</b>	52,23,91,404
Intangible Assets ( Net Block )		<b>1,50,365</b>	41,962
Capital work in Progress		—	—
Intangible Asset under development		—	—
Net Fixed Assets		<b><u>46,60,54,674</u></b>	<b><u>52,24,33,366</u></b>
Non-Current Investments	10	—	—
Deferred Tax Assets (Net)		<b>2,78,48,293</b>	2,86,86,808
Long Term Loans and Advances	11	<b>40,87,072</b>	1,26,79,717
Other Non-Current Assets	12	—	—
<b>Current Assets</b>			
Current Investments	13	<b>3,20,375</b>	8,84,817
Inventories	14	<b>34,41,90,007</b>	29,42,65,508
Trade Receivables	15	<b>56,71,71,040</b>	49,14,25,614
Cash and Cash Equivalents	16	<b>1,48,66,311</b>	75,26,519
Short-Term Loans and Advances	17	<b>14,10,50,883</b>	8,61,86,859
Other Current Assets	18	<b>2,64,02,493</b>	3,58,60,669
<b>TOTAL</b>		<b><u>1,59,19,91,148</u></b>	<b><u>1,47,99,49,877</u></b>

See Accompanying Note to the Financial Statements

**For V. K. Moondra & Co.**

FR No. 106563W

Chartered Accountants

**V. K. Moondra**

Proprietor

M. No. 70431

Place : Santej

Date : 20th May 2016

**Krunal Shah**

CFO

**Anal Desai**

Company Secretary

**For and on Behalf of the Board****Manoj Somani**

Managing Director

DIN : 00119021

**M. K. Somani**

Chairman

DIN : 00360950

Place : Santej

Date : 20th May 2016

**Statement of Profit and Loss for the year ended 31st March 2016**

Particulars	Note No.	2015-16 Rupees	2014-15 Rupees
<b>REVENUE</b>			
Revenue from Operation	19	<b>3,04,37,91,302</b>	2,82,31,10,313
Other Income	20	<b>4,36,30,892</b>	3,70,49,825
<b>TOTAL REVENUE</b>		<b>3,08,74,22,194</b>	2,86,01,60,138
<b>EXPENDITURE</b>			
Cost of Materials Consumed	21	<b>2,10,12,69,605</b>	2,25,38,21,027
Purchase of Stock in Trade	22	<b>45,29,35,646</b>	20,02,32,389
Changes in inventories of finished goods, work-in-progress	23	<b>(2,67,55,664)</b>	(6,50,98,530)
Employees Benefits Expenses	24	<b>6,16,68,033</b>	5,53,85,142
Finance Cost	25	<b>9,07,11,832</b>	7,97,08,476
Depreciation & amortisation Expenses		<b>6,10,74,593</b>	5,67,15,095
Other Expenses	26	<b>34,16,11,188</b>	32,28,92,284
<b>TOTAL EXPENDITURE</b>		<b>3,08,25,15,233</b>	2,90,36,55,883
<b>Profit Before Exceptional &amp; Extra Ordinary Items &amp; Tax</b>		<b>49,06,961</b>	(4,34,95,745)
<b>Extra Ordinary Items :</b>			
Loss/(Profit) on Sales of Fixed Assets		<b>25,223</b>	21,24,085
Loss/(Profit) on Sale of Investments		<b>(59,950)</b>	67,463
<b>Profit Before Tax</b>		<b>49,41,688</b>	(4,56,87,293)
<b>Tax Expenses :</b>			
Income Tax for Earlier Year		—	
Provision For Income Tax		9,41,638	
Provision for Deffered Tax		8,38,515	
		<b>17,80,153</b>	13,99,059
<b>Net Profit/(Loss) for the Year</b>		<b>31,61,535</b>	(4,70,86,352)
EPS Basic (Refer Note no 16)		<b>0.36</b>	(5.31)
EPS Diluted (Refer Note no 16)		<b>0.36</b>	(5.31)
Face Value Per Share		<b>10/-</b>	10/-

See Accompanying Note to the Financial Statements

As per our attached report of even date

**For V. K. Moondra & Co.**FR No. 106563W  
Chartered Accountants**V. K. Moondra**  
Proprietor  
M. No. 70431Place : Santej  
Date : 20th May 2016**Krunal Shah**  
CFO**Anal Desai**  
Company Secretary**For and on Behalf of the Board****Manoj Somani**  
Managing Director  
DIN : 00119021**M. K. Somani**  
Chairman  
DIN : 00360950Place : Santej  
Date : 20th May 2016

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

(Rs. in Lacs)

Particulars	2015-2016	2014-2015
<b>(A) CASHFLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	49.42	(456.87)
<i>Adjustment for :</i>		
Depreciation	610.74	567.15
Effect of retain Earning on Account of Depreciation As per Schedule II	0.00	(13.86)
Bad Debts	99.00	0.35
Interest Expenses	907.12	797.08
Interest & Other Income	(3.61)	(32.86)
(Profit) / Loss on sale of Investment	(0.60)	0.67
(Profit) / Loss on sale of fixed Assets	0.25	21.24
	<u>1,612.90</u>	<u>1,339.77</u>
<b>Operating Profit before Working Capital Changes</b>	<b>1,662.32</b>	<b>882.90</b>
<i>Adjustment For :</i>		
Trade receivables & Other Current Assets	(1,224.58)	(1,403.34)
Inventories	(499.24)	(567.90)
Trade Payables, Other Current Liabilities & Provisions	1,448.80	930.02
	<u>(275.02)</u>	<u>(1,041.22)</u>
<b>Cash generated from operations</b>	<b>1,387.30</b>	<b>(158.32)</b>
Taxes Paid	(9.42)	0.00
	<u>(9.42)</u>	<u>0.00</u>
<b>Net Cash From Operating Activities (A)</b>	<b>1,377.88</b>	<b>(158.32)</b>
<b>(B) CASHFLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(48.73)	(1,996.74)
Sales of fixed assets	1.52	109.30
Interest & Other Income	3.61	32.86
Sales / (Purchase) of Investment	6.25	9.45
	<u>(37.35)</u>	<u>(1,845.13)</u>
<b>Net Cash used in Investing Activities (B)</b>	<b>(37.35)</b>	<b>(1,845.13)</b>
<b>(C) CASHFLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Share Capital	(0.00)	13.86
Proceeds from Long/Short term borrowing (Net of repayments)	(359.90)	2,782.08
Interest	(907.12)	(797.08)
Unpaid Interest Written Back		
Proposed Dividend & Dividend Tax	(0.10)	0.00
	<u>(1,267.12)</u>	<u>1,998.86</u>
<b>Net Cash Flow From Financing Activities (C)</b>	<b>(1,267.12)</b>	<b>1,998.86</b>
<b>Increase/(Decrease) in cash equivalents</b>	<b>73.41</b>	<b>(4.60)</b>
Opening Balance of Cash and Cash equivalents	75.27	79.86
Closing Balance of Cash and Cash equivalents	148.67	75.27

1 Previous year figures have been restated, wherever necessary, to confirm to this year's classification.

The Cash Flow Statement has been prepared under the indirect method as set out in AS-3 on Cash Flow Statement prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, in consulting with the National Advisory Committee on Accounting Standards.

2 Cash and cash equivalents consists of cash on hand INR 76.10 L ( 46.98 L), Bank Balance INR 25.92L (2.11 L) and deposit account INR 46.64 L (26.18 L). Refer Note 16

**For V. K. Moondra & Co.**

Chartered Accountants  
FR No. 106563W

**V. K. Moondra**  
Proprietor  
M. No. 70431

Place : Santej  
Date : 20th May 2016

**Krunal Shah**  
CFO

**Anal Desai**  
Company Secretary

**Manoj Somani**  
Managing Director  
DIN : 00119021

**M. K. Somani**  
Chairman  
DIN : 00360950

Place : Santej  
Date : 20th May 2016

**For and on Behalf of the Board**

**Note Forming Part of the Balance Sheet**

	As at 31st March, 16 Rupees	As at 31st March, 15 Rupees
<b>NOTE 1 : SHARE CAPITAL</b>		
<b>Authorised Share Capital :</b>		
Equity Share Capital 1,50,00,000 Equity Shares of Rs. 10/- each (Previous Year 1,50,00,000 Equity Shares of Rs. 10/- each)	15,00,00,000	15,00,00,000
Preference Share Capital 5,00,000 0.01% Cumulative Redeemable Preference Shares of Rs.100/- each (Previous Year 5,00,000 0.01% Cum. Preference Shares of Rs. 100/- each.)	5,00,00,000	5,00,00,000
	<u>20,00,00,000</u>	<u>20,00,00,000</u>
<b>Issued and Subscribed Capital:</b>		
Equity Share Capital 88,66,392 (Previous year - 88,66,392) Equity Shares of Rs. 10/- each (Previous year 10/- each)	8,86,63,920	8,86,63,920
Preference Share Capital 0.01% Cumulative Redeemable Preference Shares 4,80,000 of Rs 100/- each (Previous year - 4,80,000) of Rs.100/- each	4,80,00,000	4,80,00,000
	<u>13,66,63,920</u>	<u>13,66,63,920</u>
<b>Paid up Capital:</b>		
Equity Share Capital 88,66,392 (Previous year - 88,66,392) Equity Shares of Rs. 10/- each (Previous year 10/- each)	8,86,63,920	8,86,63,920
Preference Share Capital 0.01% Cumulative Redeemable Preference Shares 4,80,000 of Rs 100/- each (Previous year - 4,80,000) of Rs.100/- each	4,80,00,000	4,80,00,000
	<u>13,66,63,920</u>	<u>13,66,63,920</u>
<b>NOTE 2 : RESERVES &amp; SURPLUS</b>		
A) Capital Reserve	5,99,31,672	5,99,31,672
Balance brought forward	5,99,31,672	5,99,31,672
Less: T/f to Capital Restructured A/C	—	—
B) Securities Premium reserve	3,97,29,900	3,97,29,900
C) Surplus (Profit & Loss Account)	55,21,608	23,69,716
Balance brought forward	23,69,715	4,80,69,739
Add : Current Year Profit / (Loss)	31,61,533	(4,70,86,352)
Less : T/f to Capital Restructured A/C	—	—
Add: carrying amount of assets the life of which is already over as per schedule II of Companies Act,2013 has been recognised opening balance of retained earnings.	—	13,86,329
Less : Dividend on CRPS	(9,640)	—
	<u>10,51,83,180</u>	<u>10,20,31,288</u>
<b>NOTE 3 : LONG TERM BORROWINGS</b>		
<b>(A) Term Loans From Bank</b>		
Secured Loans		
From Bank	22,57,68,721	26,82,76,723
From Financial Institute	—	—
Hire Purchase Loans		
From Banks	8,70,534	32,06,106
From NBFCs	20,36,267	94,351
(Secured against Hypothecation of Vehicles financed by them)		
Unsecured Loans	—	—
<b>(B) Term Loans From Others</b>		
Secured Loans	—	—
Unsecured Loans	—	—
<b>(C) Loans &amp; Advances from Related Parties</b>		
From Body Corporates	4,75,79,214	8,41,58,136
From Others	3,32,82,180	2,47,76,193
<b>(D) Other Loans &amp; Advances &amp; Deposites</b>		
From Body Corporates	8,41,81,071	9,87,77,133
	<u>39,37,17,987</u>	<u>47,92,88,642</u>
<b>NOTE 4 : LONG TERM PROVISION</b>		
Gratuity Payable	79,09,299	63,48,177
	<u>79,09,299</u>	<u>63,48,177</u>

**Note Forming Part of the Balance Sheet**

	As at 31st March, 16 Rupees	As at 31st March, 15 Rupees
<b>NOTE 5 : SHORT TERM BORRWINGS</b>		
<b>(A) Loans Payable on Demand From Bank</b>		
I.) Secured Loans		
Bank Over Drafts	47,50,05,422	42,16,04,306
II.) Unsecured Loans	—	—
<b>(B) Loans payable on Demand From Others</b>		
I.) Secured Loans	—	—
II.) Unsecured Loans	1,26,91,617	1,65,12,407
<b>(C) Loans &amp; Advances From Related Parties</b>		
(I) Inter Unit Division	—	—
	<u>48,76,97,039</u>	<u>43,81,16,713</u>
<b>NOTE 6 : TRADE PAYABLES</b>		
Sundry Creditors For Goods	29,05,90,463	21,74,63,830
	<u>29,05,90,463</u>	<u>21,74,63,830</u>
<b>NOTE 7 : OTHER CURRENT LIABILITIES</b>		
<b>Installment of Term Loans From Bank &amp; Others payable within 12 months</b>		
Term Loans From Bank repayable within 12months	4,73,84,216	3,50,00,000
<b>Hire Purchase Loans</b>		
From Banks repayable within 12 months (Secured)	15,96,161	21,96,743
From NBFCs repayable within 12 months (Secured)	8,34,786	9,44,197
Advance received from Customers	4,40,01,709	18,90,199
Creditors for Capital Goods	46,83,394	68,42,893
Creditors For Expenses	4,12,83,132	4,51,04,716
Proposed Dividend & Dividend Tax	9,640	—
	<u>13,97,93,038</u>	<u>9,19,78,748</u>
<b>NOTE 8 : SHORT TERM PROVISION</b>		
Statutory Liabilities	2,46,00,240	39,66,757
Provision for Expenses	48,94,344	40,91,802
Provision for Tax	9,41,638	—
	<u>3,04,36,222</u>	<u>80,58,559</u>
<b>NOTE 9 : FIXED ASSETS (See Page No. 33)</b>		
<b>NOTE 10 : NON CURRENT INVESTMENTS</b>		
Investments	—	—
	<u>—</u>	<u>—</u>
<b>NOTE 11 : LONG TERM LOANS &amp; ADVANCES</b>		
(A) Loans & Advances to Related Parties	—	—
(B) Loans & Advances to Others		
Advances to Staff	1,75,000	1,75,000
Statutory Receivables	—	—
Advances to Contractor	7,78,908	32,08,032
(C) Capital Advances	—	—
(D) Security Deposit	31,33,164	92,96,685
	<u>40,87,072</u>	<u>1,26,79,717</u>
<b>NOTE 12 : OTHER NON CURRENT ASSETS</b>		
(Unsecured - Considered Goods)		
(A) Long Term Trade Receivable	—	—
(B) Others	—	—
	<u>—</u>	<u>—</u>
<b>NOTE 13 : CURRENT INVESTMENTS</b>		
Investments	3,20,375	8,84,817
	<u>3,20,375</u>	<u>8,84,817</u>



**Note Forming Part of the Balance Sheet**

**NOTE 9 : FIXED ASSETS**

Sr. No.	Dep. (%)	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK (As on)		
			Opening	Addition	Deduction	Closing	Opening	For Year	Sales	31-03-16	31-03-15
<b>(A) TENGIBLE ASSETS</b>											
1		Land	26,24,938	—	—	26,24,938	—	—	—	26,24,938	2,624,938
2	3.17	Building	13,15,92,607	—	—	13,15,92,607	3,90,03,488	40,30,784	—	4,30,34,272	8,85,58,335
3	6.33	Plant & Machinery	31,71,19,364	21,02,328	—	31,92,21,692	13,92,35,383	1,89,00,179	—	15,81,35,562	16,10,86,130
4	11.88	Plant & Machinery	43,26,03,600	11,81,782	—	43,37,85,382	22,04,89,545	3,20,87,389	—	25,25,76,934	18,12,08,448
5	9.50	Electric Instalation	4,09,15,973	1,23,093	—	4,10,39,066	2,16,67,660	21,64,685	—	2,38,32,345	1,72,06,721
6	9.50	D.G. Set	2,80,47,590	—	—	2,80,47,590	2,51,60,960	13,64,549	—	2,65,25,509	15,22,081
7	19.00	Office Equipment	39,22,558	1,71,133	—	40,93,691	27,83,439	2,89,940	—	30,73,379	10,20,312
8	9.50	Furniture	67,95,302	20,350	—	68,15,652	58,89,753	1,10,400	—	60,00,153	8,15,499
9	11.88	Vehicle	1,97,85,697	10,14,397	2,30,000	2,05,70,094	84,96,341	16,27,132	—	1,00,70,696	1,04,99,398
10	9.50	Air Conditioner	23,09,781	53,320	—	23,63,101	17,02,057	94,349	—	17,96,406	5,66,695
11	31.67	Computer	77,89,823	77,720	—	78,67,543	66,87,203	3,84,588	—	70,71,791	7,95,753
<b>(B) INTENGIBLE ASSETS</b>											
12	31.67	Computer Software	3,28,500	1,29,001	—	4,57,501	2,86,538	20,598	—	3,07,136	1,50,365
<b>(C) CAPITAL WORK IN PROGRESS</b>											
		Building (WIP)	—	—	—	—	—	—	—	—	—
		<b>Total</b>	<b>99,38,35,733</b>	<b>48,73,124</b>	<b>2,30,000</b>	<b>99,84,78,857</b>	<b>47,14,02,367</b>	<b>6,10,74,593</b>	<b>52,777</b>	<b>53,24,24,183</b>	<b>46,60,54,675</b>
		<b>Total - (Previous Year)</b>	<b>81,70,02,438</b>	<b>21,81,36,478</b>	<b>4,13,03,183</b>	<b>99,38,35,733</b>	<b>42,44,74,314</b>	<b>5,67,15,095</b>	<b>97,87,042</b>	<b>47,14,02,367</b>	<b>52,24,33,366</b>
											<b>39,25,28,124</b>

**Note Forming Part of the Profit and Loss Account**

	As at 31st March, 16 Rupees	As at 31st March, 15 Rupees
<b>NOTE 14 : INVENTORIES</b>		
(As taken, valued & certified by the management)		
Raw Materials	8,92,93,266	7,18,87,750
Stock Work in process	20,52,52,167	17,96,68,924
Finished Goods	3,18,84,270	3,07,11,849
Consumable Stores & Maintenance Spares	1,77,60,304	1,19,96,985
	<u>34,41,90,007</u>	<u>29,42,65,508</u>
<b>NOTE 15 : TRADE RECEIVABLE</b>		
(Unsecured, Considered Good)		
Outstanding for more than six months	3,34,27,150	3,31,20,520
Others	53,37,43,890	45,83,05,094
	<u>56,71,71,040</u>	<u>49,14,25,614</u>
<b>NOTE 16 : CASH &amp; CASH EQUIVALENTS</b>		
A) Cash in hand	76,09,660	46,97,680
B) Bank Balances	25,92,488	2,11,082
C) Bank Deposite with Morethan 12 months Maturity	—	—
D) Bank Balances Held as Margin Money & Other Balances	46,64,163	26,17,757
	<u>1,48,66,311</u>	<u>75,26,519</u>
<b>NOTE 17 : SHORT TERM LOANS &amp; ADVANCES</b>		
a) Loans & Advancs to Related Parties		
b) Loans & Advancs to Others		
Staff & Other Advancs	22,06,175	27,29,083
Advancs recoverable in cash or in kind	13,88,44,708	8,34,57,776
	<u>14,10,50,883</u>	<u>8,61,86,859</u>
<b>NOTE 18 : OTHER CURRENT ASSETS</b>		
(Unsecured, Considered Good) or for value to be received		
<b>Dues with Revenue Authorities</b>		
Income Tax/TDS Receivable	29,70,632	37,47,665
VAT Receivable	1,76,67,682	1,09,44,430
Balances of Excise Duty & Service Tax	57,64,179	2,11,68,574
	<u>2,64,02,493</u>	<u>3,58,60,669</u>
<b>NOTE 19 : REVENUE FROM OPERATIONS</b>		
Sales ( <i>Net of Sales Return</i> )	2,34,69,45,119	2,54,20,35,396
Excise Duty	(4,42,80,787)	(2,97,81,704)
Job Work Receipts	17,003	4,85,406
Export Sales	5,76,62,441	3,21,10,203
Trading Sales	45,68,28,362	20,41,66,716
Sale of Raw Material	22,66,19,164	7,40,94,296
	<u>3,04,37,91,302</u>	<u>2,82,31,10,313</u>
<b>NOTE 20 : OTHER INCOME</b>		
Other Non Operating Income	4,284	29,01,356
Other Operating Income	4,32,69,490	3,37,63,511
Interest Income	3,57,118	3,84,958
	<u>4,36,30,892</u>	<u>3,70,49,825</u>
<b>NOTE 21 : COST OF MATERIALS CONSUMED</b>		
Raw Material Consumption	2,10,12,69,605	2,25,38,21,027
	<u>2,10,12,69,605</u>	<u>2,25,38,21,027</u>

**Note Forming Part of the Profit and Loss Account**

	As at 31st March, 16 Rupees	As at 31st March, 15 Rupees
<b>NOTE 22 : PURCHASE OF STOCK IN TRADE</b>		
Cost of Re Sale	45,29,35,646	20,02,32,389
	<u>45,29,35,646</u>	<u>20,02,32,389</u>
<b>NOTE 23 : Changes in inventories of finished goods, work-in-progress</b>		
Closing stock - Finished Goods	3,18,84,270	3,07,11,849
Opening Stock-Finished Goods	(3,07,11,849)	(1,33,70,586)
Closing stock - Work In Progress	20,52,52,167	17,96,68,924
Opening Stock-Work In Progress	(17,96,68,924)	(13,19,11,657)
	<u>2,67,55,664</u>	<u>6,50,98,530</u>
<b>NOTE 24 : EMPLOYEE BENEFITS EXPENSE</b>		
Wages and Salary	4,97,70,897	4,43,25,738
P F Contribution	35,43,247	31,87,397
Gratuity	17,78,648	16,59,782
Bonus	20,10,002	16,46,778
Staff Welfare Expense	1,25,239	1,25,447
Director's Remuneration	44,40,000	44,40,000
	<u>6,16,68,033</u>	<u>5,53,85,142</u>
<b>NOTE 25 : FINANCE COST</b>		
Interest paid		
On Term Loans	1,10,82,430	1,29,26,968
For Working Capital	6,07,54,470	5,15,40,200
Others Borrowing Cost	1,88,74,932	1,52,41,308
	<u>9,07,11,832</u>	<u>7,97,08,476</u>
<b>NOTE 26 : OTHER EXPENSES</b>		
<b>MANUFACTURING EXPENSES</b>		
Consumption of Stores and Spares	3,81,44,634	3,76,93,966
Freight and Octroi Expenses	2,87,27,643	3,29,55,912
Labour Charges	5,44,28,637	6,42,09,713
Power, Fuel & Water Charges	11,13,31,159	9,36,70,782
Factory Expenses	35,48,769	38,51,439
<b>ADMINISTRATIVE AND SELLING EXPENSES</b>		
Rent, Rates and Taxes	44,79,292	35,70,649
Postage & Telephone	10,13,753	9,13,551
Travelling & Conveyance	79,57,560	82,17,338
Directors Travelling	13,83,839	18,52,485
Directors Foreign Travelling	5,31,034	8,89,556
Legal & Professional Charges	49,39,107	60,37,488
Insurance Expenses	14,41,830	12,90,590
Sales Expenses	1,50,36,719	1,20,51,694
Freight & Octroi on Sales	4,53,49,006	4,11,45,868
Administrative expenses	1,49,42,144	1,41,32,994
(Profit)/Loss On Foreign Exchange	(20,73,789)	18,423
Bad Debts	98,99,517	34,880
Membership Fees In Foreign Currency	5,30,334	3,54,956
	<u>34,16,11,188</u>	<u>32,28,92,284</u>



**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS****1. Significant Accounting Policies****A. Basis for Preparation of Accounts:**

The financial statements have been prepared under the historical cost convention, in accordance with Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013, as adopted consistently by the company. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

**B. Revenue Recognition:**

Sales are recognized when goods are supplied and recorded net of excise duty on goods manufactured but includes job work income.

**C. Fixed Assets & Depreciation:**

Fixed Assets are capitalised at cost inclusive of Inward Freight, Taxes (CST), Installation expenses and allocable preoperative expenses. Depreciation has been provided on Straight Line Method, at the rates and as per life specified under schedule II of the Companies Act, 2013. No depreciation is provided on assets that have already been depreciated to the extent of 95% of their original value. Life of intangible assets [Software] has been adopted as 3 years.

**D. Investments:**

Investments are stated at market value as on date of Balance Sheet.

**E. Inventories:**

Raw material, consumables & Finished Goods are valued at Cost (Including Excise & VAT) including expenses incurred in bringing the inventories to its present location and condition or net realizable value, whichever is lower. Upto last year, i.e. FY 2014-15, the company was valuing the closing stock net of Excise & VAT, however, as the company is required to comply with the provision of ICDS [Income Computation and Disclosure Standards] for better presentation, the method of valuation has been changed to the effect that all creditable duties on purchase like Excise and VAT are included in valuation of closing stock due to which Inventory Value has been increased by Rs. 3,17,61,997/- as compared to the old method.

**F. Retirement benefits:**

- (i) The Company's contribution to provident fund is charged to Profit and Loss Account.
- (ii) Leave encashment is paid on annual basis every year and charged to Profit & Loss Account.
- (iii) Provision for Accrued Gratuity has been made on the basis of in house estimate only and not on the basis of professional actuarial valuation report.

**G. Foreign Currency Transactions:**

Transactions in Foreign currency are recorded at the rate of exchange in force at the time transactions are effected and exchange difference, if any, on settlement of transaction is recognised in Profit & Loss Account. Monetary transaction balance as on date of Balance Sheet have been reported at exchange rate on Balance Sheet date and difference charged to profit & loss account. Forward contract premium paid on forward contracts are charged to Profit & loss account over life of such contract.

**H. Contingent Liability:**

A disclosure for a contingent liability is made when there is a possible obligation as a result of past event, existence of which will be confirmed only by occurrence or non occurrence of a future event, which is not wholly within the control of the company. The detailed breakup of contingent liabilities has been set out in a separate statement annexed to this Schedule.

**I. Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets and are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

**J. Related Party Transactions:**

Disclosure of transactions with Related Parties, as required by Accounting Standard 18 "Related Party Disclosures" has been set out in a separate statement annexed to this Schedule. Related Parties as defined under clause 3 of the Accounting Standard have been identified on the basis of representations made by key managerial personnel and information available with the Company.

**K. Taxes on Income:**

Tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future, however when there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets.

Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonable / virtually certain (as the case may be) to be realized.

In view of the brought forward losses, no provision for income tax has been made.

<b>GOPALA POLYPLAST LTD.</b>	
Calculation of DTA / DTL	<b>2015-2016</b>
<b>DTA / (DTL)</b>	
Depreciation as per the Company's Act	6,10,74,593
Depreciation as per the I.T. Act	<u>6,37,88,233</u>
Amount Eligible for DTA / (DTL) as on 31.03.16	<u>(27,13,640)</u>
<b>DTA / (DTL) Provision required for the year 2015-2016</b>	<b>(8,38,515)</b>

**L. Provisions:**

A provision is recognized when company has a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate has been made of the amount of the obligation.

**M. Subsidy :**

The Company has received eligible certificate from concern department regarding VAT concession for amount Rs. 3066.38 Lacs for 8 years in equal installments. The VAT Concession for the period of 8 years which starts from 01-01-2014 to 31-01-2021. The Company had booked income of Rs 3,36,60,142/- in 2014-15 and difference amount of Rs 46,69,608/- along with current year portion of subsidy amount Rs 3,83,29,750/- has been booked as income in financial year 2015-16. hence total amount of Rs. 4,29,99,358/- booked as operating income during the year. During the year the company has booked as interest subsidy income by way of reducing its interest on term loan expenses for Rs. 12,69,124/- for term loan-1 central government, 98,82,429/- for term loan-2 central government, 1,73,02,617/- for term loan-2 Gujarat Government.

2. Previous year figures have been regrouped and rearranged, wherever necessary, to make them comparable with the current year figures.

3. Additional information pursuant to the provisions of paragraph 3, 4C and 4D of Schedule VI of the Companies Act, 1956.

I. Quantitative information of Fabric Division is not possible to compile, hence, it is not given.

II. Quantitative details of Woven Sacks Division is as under:

**A. Particulars in respect of Goods Manufactured:**

Division	Units	Licensed Capacity		Installed Capacity		Actual Production	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Woven Sacks	Metric Tons	<b>N.A.</b>	N. A.	<b>18210</b>	18210	<b>16014*</b>	15585*

\* Excluding Production Outside on Job work basis 717 MT (Previous Year 1101 MT)



CIF Value of Imports: (including purchases on High Seas Basis)

Year	2015-16		2014-15	
Particulars	Quantity (Kgs)	Value (Rs.)	Quantity (Kgs)	Value (Rs.)
Raw Materials	11,30,706	11,98,44,387	6,36,750	7,53,55,660
Stores & Spares	—	12,88,435	—	11,51,221
Capital Goods	—	—	—	8,84,51,750

B. Value of imported and indigenous Raw materials, Spare parts and Components consumed and percentage thereof to the total consumption:

Year	2015-16		2014-15	
Particulars	Percentage	Value Rs.	Percentage	Value Rs.
1. Raw Materials				
Imported	4.69%	11,98,44,387	3.07%	7,53,55,660
Indigenous	95.31%	2,43,46,60,867	96.93%	2,37,86,97,756
2. Consumable Stores				
Imported	3.38%	12,88,435	3.05%	11,51,221
Indigenous	96.62%	3,68,56,199	96.95%	3,65,42,745

C. Expenditure in Foreign Currency (on actual payment basis - Amount in Rs.)

Particulars	2015-16	2014-15
Spares	12,88,435	11,51,221
Membership fees	5,30,334	3,54,956

D. Earnings in Foreign Currency:

Export Sales (Direct Exports only)	5,76,62,441	3,21,10,203
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E. Payment to Auditors:

Audit Fees (including Tax Audit Fees)	2,75,000	2,50,000
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F. Payment to Directors:

Directors Remuneration (including P.F.)	48,28,800	48,28,800
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4. Broad Categories of Major Material &amp; Services. :

A. Raw Material Consumed. :

- Polypropylene / LLDPE / HDPE / LDPE
- White & Colour Master Batch
- Ink & Reducer
- BOPP Film
- Yarn

B. Finished Goods Manufactured :

- Tape
- Fabric
- PP / BOPP / AD Star Woven Sacks
- Woven Label

C. Finished Goods Traded:

- Fabric and Bags

D. Services Provided : NIL

E. Work In Progress :

- Tape
- Fabric
- Woven Sacks Cut-Pcs.



## 5. Shareholders with holding over 5% of shares :

No.	Name of Shareholder	2015-16		2014-15	
		No of Shares	% of Holding	No of Shares	% of Holding
1.	Arunodaya Credit & Holding Invt. P. Ltd.	8,32,000	9.38%	8,32,000	9.38%
2.	Mahendra Kumar Somani	12,08,520	13.63%	12,08,520	13.63%
3.	Manish Somani	12,56,600	14.17%	12,56,600	14.17%
4.	Manoj Somani	12,36,440	13.95%	12,36,440	13.95%
5.	Vinayaka Credit & Holding Invt. P. Ltd.	7,20,000	8.12%	7,20,000	8.12%

## 6. Details of Shares Issued and Capital Reduction effected :

For the year **2014-15**

Particulars	Number of Shares*	Amount in Rs.*
Equity Shares outstanding at the beginning of the year	88,66,392	8,86,63,920
Equity Shares reduced during the year	—	—
Equity Shares issued by conversion of Preference Shares during the year	—	—
Equity Shares outstanding at the end of the year before consolidation but after reduction of capital	88,66,392	8,86,63,920
Equity Shares outstanding at the end of the year after consolidation and after reduction of capital	88,66,392	8,86,63,920

Particulars	Number of Shares	Amount in Rs.
Preference Shares outstanding at the beginning of the year	4,80,000	4,80,00,000
Preference Shares issued during the year	Nil	Nil
Preference Shares bought back during the year	Nil	Nil
Preference Shares outstanding at the end of the year	4,80,000	4,80,00,000

For the year **2015-16**

Particulars	Number of Shares	Amount in Rs.
Equity Shares outstanding at the beginning of the year	88,66,392	8,86,63,920
Equity Shares issued during the year	Nil	Nil
Equity Shares bought back during the year	Nil	Nil
Equity Shares outstanding at the end of the year	88,66,392	8,86,63,920

Particulars	Number of Shares	Amount in Rs.
Preference Shares outstanding at the beginning of the year	4,80,000	4,80,00,000
Preference Shares issued during the year	Nil	Nil
Preference Shares bought back during the year	Nil	Nil
Preference Shares outstanding at the end of the year	4,80,000	4,80,00,000

## 7. Details on Secured &amp; Unsecured Term Loans &amp; Credit Facilities :

Sr. No.	Account Name	No of Installments o/s and Amt of Each Installment	Rate of Interest (%)	Primary & Collateral Security & Names of directors who have guaranteed the loan.
01	Dena Bank Working Capital Facility (Rs. 47.20 Cr including FCDL Rs. 15.00 Crores)	—	Base Rate (9.70%) + 3.30% i.e. 13.00%	Stocks of raw materials, work in process, finished goods, stores & spares and receivables.



Sr. No.	Account Name	No of Installments o/s and Amt of Each Installment	Rate of Interest (%)	Primary & Collateral Security & Names of directors who have guaranteed the loan.
02	Dena Bank Term Loan - I (Rs. 4.85 Cr.)	Rs. 125 Lakh in 2016-17 In equal Installments i.e Rs 10.42 Lac Per Month Rs 135 lacs will be repayable as under : 2017-18: Rs 135 Lac	Base Rate (9.70%)+ 3.30% +: TP (0.5%) i.e. 13.50%	Hypothecation of Plant & Machinery at Santej Unit
Sr. No.	Account Name	No of Installments o/s and Amt of Each Installment	Rate of Interest (%)	Primary & Collateral Security & Names of directors who have guaranteed the loan.
03	Dena Bank Term Loan - II (Rs. 28.72 Cr.)	Rs. 300 lacs in 2016-17 Rs 25.00 Lacs Per Month Rs. 2122 Lacs repayable as under : 2017-18 : 350 Lacs 2018-19 : 525 Lacs 2019-20 : 600 Lacs 2020-21 : 647 Lacs	Base Rate (9.70%)+ 3.30% + TP (0.5%) i.e. 13.50%	Hypothecation of Plant & Machinery at Santej Unit
04	Dena Bank Non Fund Based Limit (Bank Guarantee + Forward Cover) (1.80 Cr)	—	3% Commission	100% counter guarantee on Prime and Collateral Security. Hypothecation of Plant & Machinery at Santej Unit
05	ICICI Bank	14 Installments of Rs. 33,174/- each	15.51%	Secured against Hypothecation of Vehicles.
06	ICICI Bank	08 Installments of Rs. 95,915/- each	9.93%	Secured against Hypothecation of Vehicles.
07	Kotak Mahindra Prime Limited	30 Installments of Rs. 35,777/- each	10.70%	Secured against Hypothecation of Vehicles.
08	Tata Capital Financial Service Ltd.	35 Installments of Rs. 52,830/- each	14.53%	Secured against Hypothecation of Vehicles.
09	Tata Capital Financial Service Ltd.	35 Installments of Rs. 14,460/- each	14.52%	Secured against Hypothecation of Vehicles.
10	Tata Capital Financial Service Ltd.	35 Installments of Rs. 20,240/- each	14.50%	Secured against Hypothecation of Vehicles.
11	Tata Capital Financial Service Ltd.	36 Installments of Rs. 22,650/- each	14.50%	Secured against Hypothecation of Vehicles.
12	Tata Capital Financial Service Ltd.	36 Installments of Rs. 22,653/- each	14.50%	Secured against Hypothecation of Vehicles.
13	Religare Finvest Limited	31 Installment of Rs 1,44,610/- each	18.00%	Unsecured Loan
14	Religare Finvest Limited	Rs 50 Lacs Fully repayable in June 2016	16.75%	Unsecured Loan



\* Credit facilities from Dena Bank are further secured by:

- 1st Charge by way of Equitable Mortgage of Land & Building and Hypothecation of Plant and Machinery of HDPE & Label Division at Santej.
- 1st Charge by way of Equitable Mortgage of Land at Plot No 107, Bangurnagar, Goregaon (W), Mumbai, approximate 865.50 sq yards owned by Shri Mahendra Somani.
- 1st Charge by way of Equitable Mortgage of Flat no I/2, Aakanksha Appt., Near Sola Railway Crossing, Ahmedabad owned jointly by Shri Manish Somani & Smt Purnima Somani.
- 1st Charge by way of Equitable Mortgage of Flat No B/1001, Gala Swing, South Bopal, Ahmedabad owned by Shri Mahendra Somani.
- Lien of TDR NO - 136166033979 of Rs. 15 Lacs.
- Personal Guarantee of Following Directors :  
Mr. Mahendra Somani, Mr. Manoj Somani & Mr. Manish Somani

\*\* Details of Tata Capital Financial Services Ltd's EMI includes Loan amount Rs 11,24,524/- received in 2016-17.

8. Details of Investments in Securities as on date of Balance Sheet :

Sr. No.	Details of Securities	Subsidiary / Others	No. of Shares / Units	Quoted / Unquoted	Market Value Amount [Rs.]
1	PG Electroplast Ltd.	Others	2750	Quoted	3,20,375
	<b>Total</b>				<b>3,20,375</b>

9. Estimated amounts of contracts remaining to be executed on Capital Account (Net of Advance) and not provided for Rs. - Nil (Previous year - Nil)

10. Contingent Liability not provided for in respect of:

	<b>31.03.2016</b>	<b>31.03.2015</b>
	Rs. in lacs	Rs. in lacs

Guarantee given by Company's bankers

**142.11**

127.19

(Guarantees have been given by the Company's bankers in the normal course of business and are not expected to result in any liability on the Company)

Export commitments to be fulfilled for Import of Raw Material against advance license

**37.07**

45.07

Due to rejection of Form 5 for increasing authorized share capital from 16 cr. to 20 cr. by ROC on the Grounds that company has not submitted proof of payment of registration fees and ROC Fees for the year 1996-97 for increase in authorized share capital from Rs. 5 crore to Rs. 10 crore. The company may be required to file form no. 5 afresh with applicable registration fees, late fees which cannot be quantified at this juncture. During the year the company has filed case with honorable Gujarat high court regarding the clarity and appropriate instruction to resolve the matter, till the pendency of which, the Authorised Capital in ROC records will appear at Rs. 16.00 Crore.

Central Excise duty u/s 11A of the Central Excise Act 1944 on account of Excise department search at the premises of the company on 25/ 07/2014 vide Show Cause notice dated 04/01/2016 and Penalty u/s 11AC of the Central Excise Act 1944 in the above matter.

**478.25**

—



11. As per management representation and clarification, there are no trade dues payable to micro, small and medium enterprises reportable as per Schedule III of Companies Act 2013

12. Related Parties Disclosure:

List of Related Parties

(a) Key Management Personnel

Mr. Mahendra Somani	:	Chairman
Mr. Manoj Somani	:	Managing Director
Mr. Manish Somani	:	Executive Director
Mr. Jugal Kishor Khetawat	:	Director
Mr. Malay Dalal	:	Director
Mr. Balkrishna Mittle	:	Director
Ms. Nirali Patel	:	Director
Ms. Anal Desai	:	Company Secretary
Mr. Krunal Shah	:	CFO

(b) Relatives of Key Management Personnel where transactions have taken places:

Mrs. Purnima Somani	:	Wife of Shri Manish Somani
Mrs. Ushadevi Somani	:	Mother of Shri Manoj & Manish Somani

(c) Related Concerns:

Arunodaya Credit & Holding Investment (P) Ltd.  
Gopala Mercantile Ltd.  
Gopala Trims Pvt. Ltd.  
Gopala Kraft pack (P) Ltd.  
Indian Bobbin Manufacturing Co. (P) Ltd.  
Kabra Investment Pvt. Ltd.  
Kagaj Marketing & Trading Pvt. Ltd.  
Kaustubh Trade Pvt. Ltd.  
Navjeevan Synthetics (P) Ltd.  
New Life Marketing & Trading (P) Ltd.  
Parag Velvets (P) Ltd.  
Status Credit & Capital Pvt Ltd  
Vinayaka Credit & Holding Investment (P) Ltd.  
Everplus Plastics Private Limited

**(d) Transaction with Related Parties**

(Amt In Rs. Lacs)

Particulars	Key Managerial Personnel	Relative of Key Managerial Personnel	Related Concerns
Rent Paid	0.264 (0.264)	2.646 (2.646)	—
Directors Remuneration	48.288 (48.288)	—	—
Loans Taken	999.754 (308.50)	—	— (206.00)
Loans Paid	950.25 (238.15)	—	380.00 (—)
Interest Paid	39.51 (26.70)	—	15.79 (13.95)
Salary paid during the year	—	— (4.99)	—
Purchase			579.89 (965.28)
Sales			6.80 (10.36)

Note : 1. Directors Remuneration is inclusive of Contribution to Provident Fund by Company.

2. Previous Year figures are given in brackets.

**13. Segment Reporting**

(Rs. In Lacs)

No.	Particulars	2015-16			2014-15		
		Woven Sacks	Woven Fabric	Total	Woven Sacks	Woven Fabric	Total
<b>1</b>	<b>Segment Revenue</b>						
	External Sales & Other Operating Income	24,932.25	5,938.36	30,870.61	25,161.97	3,406.77	28,568.74
	<b>Total</b>	<b>24,932.25</b>	<b>5,938.36</b>	<b>30,870.61</b>	<b>25,161.97</b>	<b>3,406.77</b>	<b>28,568.74</b>
<b>2</b>	<b>Segment Results before Interest &amp; Taxation</b>	467.57	488.97	956.54	14.25	325.96	340.21
	<b>Less: Unallocable Expenditure</b>						
	Interest			907.12			797.08
	Extra Ordinary Items			—			—
	<b>Net Profit/(Loss) Before Tax</b>			<b>49.42</b>			<b>(456.87)</b>
<b>3</b>	<b>Other Information</b>						
	Segment Assets	12,614.55	3,305.36	15,919.91	12,540.73	2,258.77	14,799.50
	Segment Liabilities	12,614.55	3,305.36	15,919.91	12,540.73	2,258.77	14,799.50
	Capital Expenditure	134.82	5.80	140.62	2,013.93	27.20	2,041.13
	Depreciation			610.75			567.15

Notes: a. The company has identified business segments as primary segments. The reportable business segments are Woven Sacks and Woven Label.

b. Secondary Segment Information - Geographical Segments

The sales of company are mainly in India. Therefore no reportable Geographical Segments.





14. Balances of some of the Sundry Debtors, Loans & Advances, Creditors and other parties including inoperative Bank a/c are subject to confirmation and reconciliation.
15. The Company has assessed most of its fixed assets for probable impairment loss as on date of Balance Sheet as per the requirement of AS 28 issued by ICAI, and concluded that no impairment loss needs to be booked.
16. Earnings Per Share

Particulars	2015-16	2014-15
Profit / (Loss) for the year After tax, prior period adjustments and exceptional item as per Profit and Loss Account (A)	31,61,534	(4,70,86,352)
Calculation of weighted average number of shares		
Number of equity shares at the beginning of the year	88,66,392	88,66,392
Number of equity shares at the end of the year*	88,66,392	88,66,392
Weighted average number of equity shares outstanding during the year (B)	88,66,392	88,66,392
Basic and diluted earnings per share (INR) - after Exceptional item (A/B)	0.36	(5.31)

Referred to in our report of even date

**For V. K. Moondra & Co.**

FR No. 106563W  
Chartered Accountants

**V. K. Moondra**  
Proprietor  
M. No. 70431

**Krunal Shah**  
CFO

**Anal Desai**  
Company Secretary

**For and on Behalf of the Board**

**Manoj Somani**  
Managing Director  
DIN : 00119021

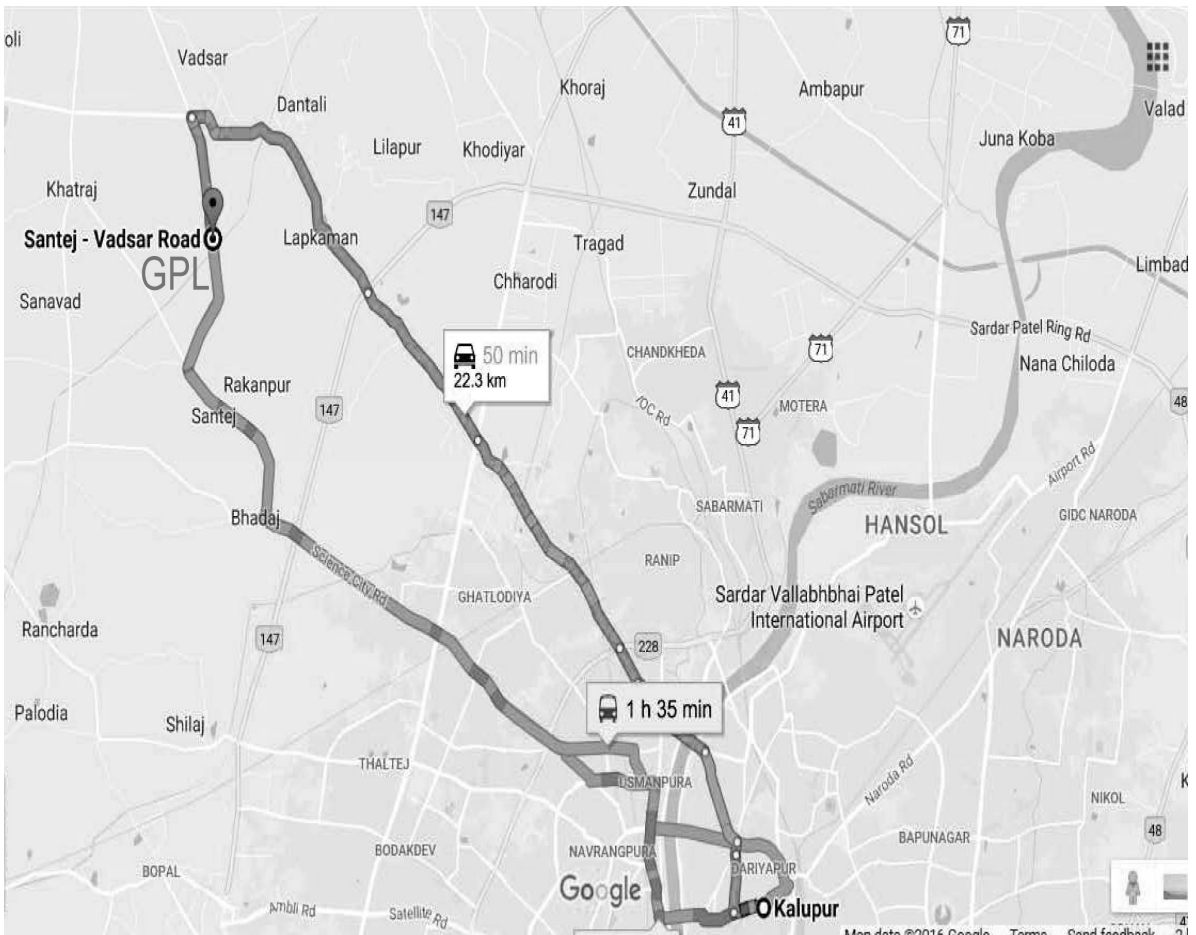
**M. K. Somani**  
Chairman  
DIN : 00360950

Place : Santej  
Date : 20th May 2016

Place : Santej  
Date : 20th May 2016



**Route Map to the AGM Venue of :**  
**Gopala Polyplast Limited**  
**32nd Annual General Meeting**  
**at 11.00 A.M.**  
**Thursday, 29th September, 2016**



**Vennue :**  
**Plot No. 485, Santej Vadsar Road, Santej,**  
**Taluka Kalol, Dist. Gandhinagar - 382721, Gujarat**



Registered Office :  
485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar-382721  
CIN : L25200GJ1984PLC050560

### ATTENDANCE SLIP

(To be signed and handed over at the Entrance of the Meeting Venue)

Member's Folio No/ Client Id: \_\_\_\_\_

No. of shares held : \_\_\_\_\_

Reg. Folio No. \_\_\_\_\_ Client ID and DP ID No. \_\_\_\_\_

I certify that I and am a registered Shareholder / Proxy for the registered Shareholder of the Company.  
I / We hereby record my / our presence at the 32nd Annual General Meeting of the above named Company to be held on Thursday, the 29th day of September, 2016. At 11.00 a.m. at Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar - 382721.

Member's/Proxy's name in BLOCK letters

Member's/Proxy's Signature

(TEAR HERE)

### FORM OF PROXY

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

CIN:	L25200GJ1984PLC050560
Name of the company:	GOPALA POLYPLAST LIMITED
Registered office:	Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar - 382721

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	DP ID:

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

Name):	
Address	
E-mail Id:	Signature:

**or failing him**

Name):	
Address	
E-mail Id:	Signature:

**or failing him**

Name):	
Address	
E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual general meeting of the company, to be held on Thursday, the 29th day of September, 2016. At 11.00 a.m. at Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar - 382721 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. and description of resolution	For	Against
1. Adoption of the Annual Accounts for the year ended 31st March, 2016 (Ordinary Resolution)		
2. Declaration of dividend on Preference Shares (Ordinary Resolution)		
3. Re-appointment of Mr. Manish Somani(DIN 00119033), who retires by rotation (Ordinary Resolution)		
4. Ratification of appointment of M/s.V. K. Moondra. as Auditors & fixing their remuneration. (Ordinary Resolution)		
5. Re-appointment of Mr. Mahendra Somani (DIN : 00360950) as a Whole-time Director (Special Resolution)		

Signed this..... day of..... 2016

Signature of Member(s)	Affix a Re. 1/- Revenue	Signature of Proxy holder(s)
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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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 32nd Annual General Meeting.
- It is optional to put "✓" in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate
- Please complete all details including detail of member(s) in above box before submission.

(TEAR HERE)



If not delivered return to :



**GOPALA POLYPLAST LTD.**

485, Santej – Vadsar Road, Santej - 382 721, Tel.: 02764 286305, 286654, 286514. Fax : 02764-286660  
E-mail: [cs@gopalapolyplast.com](mailto:cs@gopalapolyplast.com)