

GOPALA POLYPLAST LIMITED

CIN: L25200GJ1984PLC050560

Registered Office: - 485, Santej- Vadsar Road, Santej, Tal. Kalol, Dist- Gandhinagar-382721

Phone No: -02764-286305

Email Id: -cs@gopalapolyplast.com

Website: www.gopalapolyplast.com

EXTRA ORDINARY GENERAL MEETING NOTICE

NOTICE is hereby given that the **Extra Ordinary General Meeting** of the members of **GOPALA POLYPLAST LIMITED** will be held at Plot No. 485, Santej- Vadsar Road, Santej, Tal. Kalol, Dist- Gandhinagar-382721 on Saturday, the 25th day of March, 2017 at 11.00 a.m. to transact the following business:

SPECIAL BUSINESS

1. ISSUE OF WARRANTS ON PREFERENTIAL ALLOTMENT BASIS TO THE INVESTORS - NON PROMOTERS (PUBLIC CATEGORY)

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchange where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, upto 15,00,000

warrants convertible into 15,00,000 Equity shares of Rs.10/- (Rupees Ten only) each fully paid up, in one or more tranches, on a preferential basis at a price which shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, for cash to the Investors-Non promoter [public category] as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

RESOLVED FURTHER THAT:

- A. The relevant date for the purpose of issue of warrants as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for the purpose of determination of the applicable price of equity shares arising out of conversion of warrants is Thursday the 23rd February, 2017 i.e. the 30 days prior to the date of the Extra Ordinary General Meeting to be held and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."
- B. The Offer, Issue and Allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- C. The Board may allot 15,00,000 warrants at a price which shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, which will entitle the holder to subscribe to one Equity Share against each warrant".
- D. The proposed allottees of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2009.
- E. The tenure of the warrants shall not exceed 18 months from the date of their allotment.
- F. The amount paid under clause C as aforesaid shall stand forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of the allotment.
- G. The Warrants shall be convertible into Equity Shares of the Company at the discretion of the holders, without any further approval of the shareholders prior to or at the time of conversion.
- H. The Warrants by itself does not give to the holder thereof any rights of the shareholders of the company.

- I. The allotment of warrants is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.
- J. In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- K. The Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to investors who are Non-Promoters pursuant to the proposed Special Resolution shall be subject to lock-in for such period from the date of receipt of trading approval from all the stock exchanges, where the shares of the Company are listed, of such shares, consistent with SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of warrants as may be required, including issue and allotment of equity shares upon conversion of any warrants referred to above or as may be necessary in accordance with the terms of the offer, and all such equity shares arising out of conversion shall be ranking *pari passu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, conversion of any of the aforesaid warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

**By Order of the Board of Directors
For Gopala Polyplast Limited**

Place: Santej

Date: 8th February, 2017

**Manoj Somani
Managing Director
DIN -00119021**

Notes :-

1. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote instead of himself /herself and a proxy need not be a member. 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. Proxies to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Members are requested to notify any change in their address, email id, nominations under the signature of the registered holder(s) to the Company's Registrars and Share Transfer Agent M/S MCS Share Transfer Agent Limited, Unit: - **Gopala Polyplast Limited**, 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 and to the Depository Participants in respect of shares held in electronic form.
4. Members/proxies should bring their copies of the Notice, admission slip duly filled in along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending the meeting.
5. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto and forming part of this Notice.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.

7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.gopalapolyplast.com for their download. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Saturday, 25th March, 2017. For any communication, the shareholders may also send requests to the Company's investor email id:- cs@gopalapolyplast.com

9. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by Central Depository Services of (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

The shareholders should log on to the e-voting website www.evotingindia.com.

(i) Click on Shareholders.

(ii) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iii) Next enter the Image Verification as displayed and Click on Login.

(iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(v) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field.
	<ul style="list-style-type: none">In case the folio 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 folio number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through

CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Gopala Polyplast Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut - off date and not casting their votes electronically, may cast their vote at the EOGM venue, facility will be available at the venue. The results of e-voting will be placed by the Company on the website: www.gopalapolyplast.com within two days of the EOGM and also communicated to the stock exchanges, where the shares of the Company are listed.

OTHER INSTRUCTIONS

- I. The resolution proposed will be deemed to have been passed on the date of EOGM subject to receipt of number of votes in favour of the resolution.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- III. 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 future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 17th February, 2017, are entitled to vote on the Resolution set forth in this Notice.
- V. The voting period begins on 22nd March, 2017 (9.00 a.m. IST) and ends on 24th March, 2017 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of - 17th February, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th February, 2017.

- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th February, 2017 may obtain the login ID and password by sending an email to cs@gopalapolyplast.com or helpdesk.evoting@cdslindia.com. by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forget User Details/Password” option available on www.gopalapolyplast.com.
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. Voting will be provided to the members through e-voting and / or at the EOGM venue. A member can opt for only one mode of voting i.e. either through e-voting or ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- XI. Mr. Nikunj Raval (FCS- 4730), Ahmedabad, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XII. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- XIII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of CDSL and shall be communicated to BSE Limited.
- XIV. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.
- XV. Members/Proxies are requested to bring their attendance slip duly filled in along to the Meeting.

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

ITEM NO. 1

- A. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 8th February, 2017.**

The Board of Directors in its meeting held on Wednesday, the 8th day of February, 2017 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of warrants on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot 15,00,000 Warrants on preferential basis to the Investors- Non Promoters [Public Category]. The pricing of the warrants to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Pursuant to provisions of Section 62(1)(c) of Companies Act, 2013, any offer or issue of warrants of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

- B. The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 in relation to the resolution for the proposed preferential issue are given as under:**

(i) The Objects of the Preferential Issue:

The funds to be raised from the proposed issue of Warrants will be utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company, long-term working capital and general corporate purposes.

(ii) The intention of the promoters /directors /key management persons to subscribe to the Preferential Issue:

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Warrants.

(iii) Pricing of Securities to be issued:

The issue of Warrants on preferential basis to the Non promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The Equity shares arising on account of conversion of Warrants pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

(iv) Relevant Date:

The Relevant Date for the purpose of determining the pricing of Warrants in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 is Thursday the 23rd February, 2017. (i.e. 30 days prior to the date of General Meeting i.e. 25th March, 2017)

(v) Particulars of Subscribers to Warrants

a) The Company proposes to issue Warrants by way of preferential issue to the non-promoters on cash basis as per the details given herein below:

Name of the Proposed subscribers	Pre Preferential Issue		No of Warrants to be issued	Post Preferential Issue(*)	
	No. of Shares held	% of Holding		No. of Shares held (post conversion) (*)	% of Holding (considering full conversion of warrants issued through this Notice)
Category – Non Promoter					
Samdani Commosales LLP	0	0.00	5,00,000	5,00,000	4.82
Trend Management Solution Pvt. Ltd	0	0.00	2,00,000	2,00,000	1.93
Friends Stock Research Pvt. Ltd	0	0.00	1,50,000	1,50,000	1.45
Prabhudas Jethalal Rathod	0	0.00	2,00,000	2,00,000	1.93
Devika V Rathod	0	0.00	2,00,000	2,00,000	1.93
Vasant Jethalal Rathod	0	0.00	1,00,000	1,00,000	0.96
Ramanlal K Darji	0	0.00	1,00,000	1,00,000	0.96
Damyantiben R Darji	0	0.00	50,000	50,000	0.48
Grand Total	0	0.00	15,00,000	15,00,000	14.46

(*) Assuming full conversion of warrants into Equity shares.

Notes: - The natural persons who are the ultimate beneficial owners of the warrants and shares arising on account of conversion of warrants proposed to be allotted to M/s Samdani Commosales LLP, Trend Management Solution Pvt. Ltd and Friends Stock Research Pvt. Ltd are as under.

Samdani Commosales LLP:- the Partners are Mr. Mohit Khullar, Mr. Rohit Khullar, Mr. Nishit Mehta and Mr. Rakesh Naik

Trend Management Solution Pvt. Ltd: - The shareholders and directors are Mr. Nayan Sharma and Mr. Dhirubhai Sharma.

Friends Stock Research Pvt. Ltd: - The shareholders and directors are Mr. Nayan Sharma and Mr. Jeet Dalwadi.

(vi) Under subscription, if any

Any of the Warrants issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board of Directors in its absolute discretion to any other investor (for warrants only) as mentioned hereinabove , on the same terms and conditions.

(vii) Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
	Pre-Allotment		Post Allotment of Warrants and conversion of warrants into Equity shares issued pursuant to this notice.(*)	
Category of Shareholders	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
Promoters/Promoters' Group	60,93,173	68.73	60,93,173	58.78
Sub- Total (A)	60,93,173	68.73	60,93,173	58.78
Non promoters				
Foreign Institutional Investors	200	0	200	0
Bodies Corporate	6,49,845	7.33	6,49,845	6.27
Non Resident Indians / Overseas Corporate bodies	2035	0.02	2035	0.02
Individual - Public	20,05,741	22.62	20,05,741	19.35
Other (HUF)	1,15,398	1.30	1,15,398	1.11
Others (New Allottees) - Public	0	0	15,00,000	14.47
Others - Clearing Members	0	0	0	0
Sub-total (B)	27,73,219	31.27	42,73,219	41.22
Total (A+B)	88,66,392	100	1,03,66,392	100

(*) Assuming full conversion of warrants into Equity shares.

(viii) Change in Management:

The issue of Warrants shall not result in any change in the management or control of the Company.

(ix) Lock in of Warrants

The Warrants and Equity shares arising on account of conversion of Warrants to the non promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2009 as amended from time to time.

(x) Proposed time within which the allotment shall be completed:-

The allotment of warrants is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

(xi) No. of Persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:

The Company has not made any preferential allotment during the year except as envisaged in the said notice of EOGM.

(xii) The Company hereby undertakes that:

- a) It would re-compute the price of the Warrants specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above Warrants shall continue to be locked in till the time such amount is paid by allottees.

(xiii) The Company, its Promoters and the Directors of the Company are not in the willful defaulters list.

(xiv) Others:

The certificate of the Statutory Auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. up to the date of the Extra Ordinary General Meeting i.e. Saturday, 25th March, 2017.

As it is proposed to issue warrants on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item No. 1 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 1 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your Directors commend the resolution for your approval as a Special Resolution.

**By Order of the Board of Directors
For Gopala Polyplast Limited**

Place: Santej

Date: 8th February, 2017

**Manoj Somani
Managing Director
DIN -00119021**

GOPALA POLYPLAST LIMITED
Reg. Office: 485, Santej- Vadsar Road, Santej, Tal. Kalol, Dist- Gandhinagar-382721
CIN:- L25200GJ1984PLC050560
Email ID:- cs@gopalapolyplast.com Phone No. 02764-286305

PROXY FORM

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

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

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

1. Name: _____
 Address: _____
 E-mail Id: _____
 Signature _____ or failing him/her
2. Name: _____
 Address: _____
 E-mail Id: _____
 Signature _____ or failing him/her
3. Name: _____
 Address: _____
 E-mail Id: _____
 Signature _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Saturday the 25th day of March, 2017 at 11.00 a.m. at 485, Santej- Vadsar Road, Santej, Tal. Kalol, Dist- Gandhinagar-382721 and at any adjournment thereof in respect of such resolution as are indicated below:

RESOLUTION:

S. No.	Particulars	For	Against
	SPECIAL BUSINESS		
1	Issue of Warrants on Preferential Allotment basis to the Investor-Non-Promoters (Public Category)		

Signed this ____ day of _____, 2017

Signature of shareholder _____ Signature of Proxy holder(s) _____

- Notes:**
1. 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.
 2. A proxy need not be a member of the Company.
 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 4. This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
 5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
 6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

GOPALA POLYPLAST LIMITED
Reg. Office: 485, Santej- Vadsar Road, Santej, Tal. Kalol, Dist- Gandhinagar-382721
CIN:- L25200GJ1984PLC050560
Email ID:-cs@gopalapolyplast.com Phone No. 02764-286305

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Saturday, the 25th March, 2017 at 11 a.m.at 485, Santej- Vadsar, Santej, Tal. Kalol, Dist- Gandhinagar-382721.

Note:

- 1. Only Member/ Proxy holder can attend the Meeting.*

Signature of Shareholder/Proxy