



GOPALA POLYPLAST LTD.

## GOPALA POLYPLAST LTD.

CIN: L25200GJ1984PLC050560

Regd. Office & Works:

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

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

Email : cs@gopalapolyplast.com

### NOTICE

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

Date	: 24 <sup>th</sup> March, 2018
Day	: Saturday
Time	: 11.00 A.M.
Place	: 485, Santej – Vadsar Road, Santej, Tal. Kalol, Dist. – Gandhinagar – 382 721

to transact the following:

#### **SPECIAL BUSINESS:**

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

“RESOLVED THAT pursuant to the provisions of the Sections 23, 41, 42, 62 and 71, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the “Companies Act”), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009, as amended (the “SEBI ICDR Regulations”), the listing agreement(s) entered into with the respective stock exchange(s) where the shares of the Company are listed (the “Stock Exchange(s)”), the provisions of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the “FCCB Scheme”), as amended, the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notification, circulars and clarifications issued from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, (the “ROC”), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance), the SEBI, the ROC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such



conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, Equity Shares of the Company with a face value of Rs. 10/- each (Rupees Ten Only) (the "Equity Shares"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs") Foreign Currency Convertible Bonds ("FCCBs") and/or other financial instruments convertible into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or any Security convertible into Equity Shares with or without voting/special rights and/or Securities linked to Equity Shares and/or Securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, in one or more tranches, whether Rupee denominated or denominated in foreign currency, through public and /or private offerings and/or preferential allotment basis, including without limitation through a Qualified Institutions Placement ("QIP") in accordance with Chapter VIII of SEBI ICDR Regulations, or any combination thereof or by issue of prospectus and/or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to Qualified Institutional Buyers (as defined in the SEBI ICDR Regulations) ("QIBs") in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), Venture Capital Funds (foreign or Indian), Alternative Investment Funds, Foreign Institutional Investors, Foreign Portfolio Investors, Indian and/or multilateral financial institutions, non-resident Indians, Stabilizing Agents, state industrial development corporations, insurance companies, Provident Funds, Pension Funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "investors"), as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding **Rs. 35.00 Crore (Rupees Thirty Five Crore only)** or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the Lead Manager(s) and/or Underwriter(s) and/or other advisor(s)/intermediaries appointed for such issue without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations/guidelines in force and the number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring."

"RESOLVED FURTHER THAT if any issue of Securities is made by way of QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the SEBI ICDR Regulations), the allotment of Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (Twelve) months from the date of approval of the shareholders of the Company by way of Special Resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with the applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations and the Eligible Securities shall be allotted on a fully paid basis (subject



to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 months from the date of the allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous year.”

“RESOLVED FURTHER THAT in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decided to open the proposed issue of the Equity Shares and in the event that Convertible Securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of pricing of such Securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time, in relation to the proposed issue of the Convertible Securities.”

“RESOLVED FURTHER THAT the Relevant Date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.”

“RESOLVED FURTHER THAT in pursuance of the aforesaid Resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to the applicable laws, rules, regulations and guidelines and subject to the approvals, consents and permissions, if any, of the governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals, consents or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon the conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares in all respects.”

“RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the Resolutions described above, the Board or Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under the applicable law (now or hereafter), premium amount on issue/conversion



of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments, and other documents, including the private placement offer letter, creation of mortgage/charge in accordance with the provision of the Companies Act in respect of any Securities as may be required either on pari passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the Lead Managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing Resolutions be and are hereby approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage/ appoint Lead Managers, Underwriters, Guarantors, Depositories, Custodian, Registrars, Stabilizing Agent, Trustees, Bankers, advisors and all such agencies as may be involved or concerned in such offering of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/or international Stock Exchange(S).”

“RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Whole-Time Director or Directors or any other officer or officers of the Company to give effect to the aforesaid Resolutions.”

**Registered Office:**  
485, Santej – Vadsar Road,  
Santej, Tal. Kalol,  
Dist. – Gandhinagar – 382 721  
Date: 12<sup>th</sup> February, 2018

**By Order of the Board,**

**Manoj M. Somani**  
**Managing Director**



**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate Resolution / authority, as applicable.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the Extra Ordinary General Meeting (EGM).
4. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA).
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
6. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
7. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialised form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
9. Members/Proxies are requested to bring duly filled attendance form along with their copy of Notice of EGM at the venue of EGM. Copies of Notice will not be distributed at the venue of Meeting.
10. All documents referred to in the Notice and Explanatory Statement shall be available for inspection by members at the Registered Office of the Company during the business hours between 11.00 a.m. to 1.00 p.m. on all working days of the Company up to the date of the EGM.



11. To support the “Green Initiative”, Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar & Share Transfer Agents of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. In support of the ‘Green Initiative’ announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Form and Proxy Form are being sent by email to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their email address, physical copies will be sent to them in the permitted mode. The Notice of EGM will also be available on the Company’s website, [www.gopalapolyplast.com](http://www.gopalapolyplast.com) and that of Central Depository Services (India) Limited (“CDSL”), [www.cdslindia.com](http://www.cdslindia.com), [www.evotingindia.com](http://www.evotingindia.com)

**13. VOTING THROUGH ELECTRONIC MEANS**

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM (‘remote e-voting’) is provided by Central Depository Services (India) Limited.
- (b) The facility for voting through ballot paper shall be made available at the EGM, and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot. E-voting facility will not be made available at the EGM venue.
- (c) The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences **at 9.00 a.m. on Wednesday, the 21<sup>st</sup> March, 2018 and ends at 5:00 p.m. on Friday, the 23<sup>rd</sup> March, 2018**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 17<sup>th</sup> March, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- (e) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

**The procedure and instructions for remote e-voting are, as follows:**

- (i) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Now click on “Shareholders” to cast your votes.
- (iii) Now, fill up the following details in the appropriate boxes:

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



- (iv) Next, enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](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 holding shares in demat form and has forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the ten digit sequence number which is printed on Postal Ballot / Address Slip.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (ii).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on Electronic Voting Sequence Number (EVSN) of **GOPALA POLYPLAST LIMITED**.
- (xii) On the voting page, you will see 'Resolution Description' and against the same, the option 'YES/ NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.



- (xv) Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on 'Click here to print' option on the Voting page.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Members and Custodians:
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (f) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (g) Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (h) The Chairman shall, at the EGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility. **E-voting facility will not be made available at the EGM venue.**
- (i) The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two days from the conclusion of meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- (j) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website- [www.gopalapolyplast.com](http://www.gopalapolyplast.com) and on the website of CDSL- [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.





**ANNEXURE TO THE NOTICE**

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

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 62 of the Companies Act 2013, any offer or issue of Securities of the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all Securities for subscription pro rata to the Shareholders in a General Meeting decide otherwise.

Your Directors draw your attention to the fact that the Company requires additional capital in the future to meet the needs of setting up a new facility for manufacturing for ADSTAR BAG/GEO Textile, to meet the additional long term working capital requirements, repayment/servicing of existing debts, and for other approved general corporate objectives/purposes from time to time, and to augment the Company's capital base and financial position. While it is expected that the internal generation of funds would partially finance the need for funds ,equity and debt raising would be another source of funds ,it is proposed to create, offer, issue and allot Securities as stated in the Resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and whenever necessary in consultation with Lead Managers, either in one or more foreign currencies or equivalent Indian Rupees inclusive of such premium as may be determined by the Board. The Company intends to issue Securities for an aggregate amount not more that Rs. 35.00 Crore (Rupees Thirty Five Crore only) or its equivalent in one or more foreign currencies. This is an enabling Resolution and the Company will issue new Securities, subject to applicable law and necessary compliances.

This Special Resolution, among other things, seeks to enable the Board of Directors (including any Committee thereof) to undertake a Qualified Institutions Placement to Qualified Institutional Buyers in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, amended (the "SEBI ICDR Regulations") as prescribed under Chapter VIII of the SEBI ICDR Regulations for the purposes mentioned above without the need for fresh approval from the shareholders.

**Basis for Justification of Price:**

The pricing of Securities to be issued to Qualified Institutional Buyers pursuant to chapter VIII of the SEBI ICDR Regulations shall be determined by the Board to such a price not being less than the price calculated in accordance with Chapter VIII the SEBI ICDR Regulations. The "Relevant Date" for this purpose, in case of allotment of Equity Shares, will be the date when the Board decides to open the issue, or, in case of Convertible Securities, either the date on which the holders of such Convertible Securities become entitled to apply for the Equity Shares as provided under the Chapter VIII of the SEBI ICDR Regulations. The Resolution enables the Board of Directors to, in accordance with the applicable laws, offer a discount of not more than 5% or such percentage under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The Special Resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board deems fit. The Company with this Resolution intends to retain the right and flexibility to issue Securities including but not limited to GDRs, ADRs, FCCBs and Equity Shares.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Lead Manager(s) appointed in relation to the proposed issue and such other authorities as may be required, taking into consideration market conditions and in accordance with the applicable provision of law. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognized Stock Exchanges subject to obtaining regulatory approvals. The offer/issue/allotment/conversion/redemption of Securities would be subject to obtaining regulatory approvals, if any by the Company. As and when the



Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Listing Agreement entered into with the Stock Exchanges.

Section 62 of the Companies Act, 2013 and the provisions of Listing Agreements entered into with the Stock Exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to any person other than members of the Company, if authorized by the members pursuant to a Special Resolution. The Special Resolutions seek the consent and authorization of the members to the Board to make the proposed issue of Securities, in consultation with the Lead Managers, advisors and other intermediaries that may be appointed in relation to the issue of Securities and in the event it is decided to issue Securities convertible into Equity Shares, to issue to the holders of such Convertible Securities in such manner and such number of Equity Shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions and in accordance with the applicable rules and regulations or guidelines.

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

Your Directors recommend the passing of the Resolution as a Special Resolution.

**Registered Office:**  
485, Santej – Vadsar Road,  
Santej, Tal. Kalol,  
Dist. – Gandhinagar – 382 721  
Date: 12<sup>th</sup> February, 2018

**By Order of the Board,**

**Manoj M. Somani**  
**Managing Director**

**GOPALA POLYPLAST LTD.**

**[CIN: L25200GJ1984PLC050560]**

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

FORM MGT-11

**PROXY FORM**

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

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

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

- Name: .....  
Address: .....  
.....  
Email Id: ..... Signature: ..... or failing him
- Name: .....  
Address: .....  
.....  
Email Id: ..... Signature: .....

as my/ our proxy to attend and vote for me as me/us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, the 24<sup>th</sup> March, 2018 at 11.00 a.m. at the Registered Office of the Company at 485, Santej – Vadsar Road, Santej, Tal. Kalol, Dist. – Gandhinagar – 382 721 and at any adjournment thereof in respect of such Resolution as indicated below:

<b>Special Resolution</b>
<p><b>Special Business</b></p> <p>To authorise the Board of Directors for issue, offer, allotment for an aggregate amount up to Rs. 35.00 Crore (Rupees Thirty Five Crore only) by way of a Public Issue, Preferential Allotment, Private Placement or a Right Issue, including a Qualified Institutions Placement or through any other permissible mode and/ or combination thereof as the Board may deem appropriate, by way of issue of Equity Shares or by way of issue of any instrument or Security including fully/partly Convertible Debentures, Global Depository Receipts, American Depository Receipts, Foreign Currency Convertible Bonds, or by way of a Composite issue of Non-convertible Debentures and Warrants entitling the warrant holder(s) to apply for Equity Shares or any other Eligible Securities or any combination of Securities, with or without premium.</p>

Signed this ..... day of ..... 2018

Signature of Shareholder .....

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



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



**GOPALA POLYPLAST LTD.**

[CIN: L25200GJ1984PLC050560]

Registered Office:

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

**FORM MGT-12**

**ATTENDANCE FORM/BALLOT FORM**

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

1	Name and address of the Sole/ First named Shareholder	
2	Name(s) of the Joint Holder(s) (if any)	
3	Registered Folio No./ DPID-Client ID	
4	Number of Shares(s) held	
5	I/We hereby exercise my/our attendance at the meeting and vote(s) in respect of the Resolutions set out in the Notice of Extra Ordinary General Meeting (EGM) of the Company held on Saturday, the 24 <sup>th</sup> March, 2018, by placing the tick (✓) mark at the appropriate box below:	

<b>Special Resolution</b>	<b>No. of Shares</b>	<b>(FOR) I/We assent to the resolution</b>	<b>(AGAINST) I/We dissent the resolution</b>
<b>Special Business</b>			
To authorise the Board of Directors for issue, offer, allotment for an aggregate amount up to Rs. 35.00 Crore (Rupees Thirty Five Crore only) by way of a Public Issue, Preferential Allotment, Private Placement or a Right Issue, including a Qualified Institutions Placement or through any other permissible mode and/or combination thereof as the Board may deem appropriate, by way of issue of Equity Shares or by way of issue of any instrument or Security including fully/ partly Convertible Debentures, Global Depository Receipts, American Depository Receipts, Foreign Currency Convertible Bonds, or by way of a Composite issue of Non-convertible Debentures and Warrants entitling the warrant holder(s) to apply for Equity Shares or any other Eligible Securities or any combination of Securities, with or without premium.			

Place :

Date :

(Signature of the Shareholder/Proxy)

**Note:**

**This Form is to be used for exercising attendance / voting at the time of Extra Ordinary General Meeting to be held on Saturday, the 24<sup>th</sup> March, 2018 by shareholders/proxy. Duly filled in and signed ballot form should be dropped in the Ballot box kept at the venue of EGM.**





GOPALA POLYPLAST LTD.

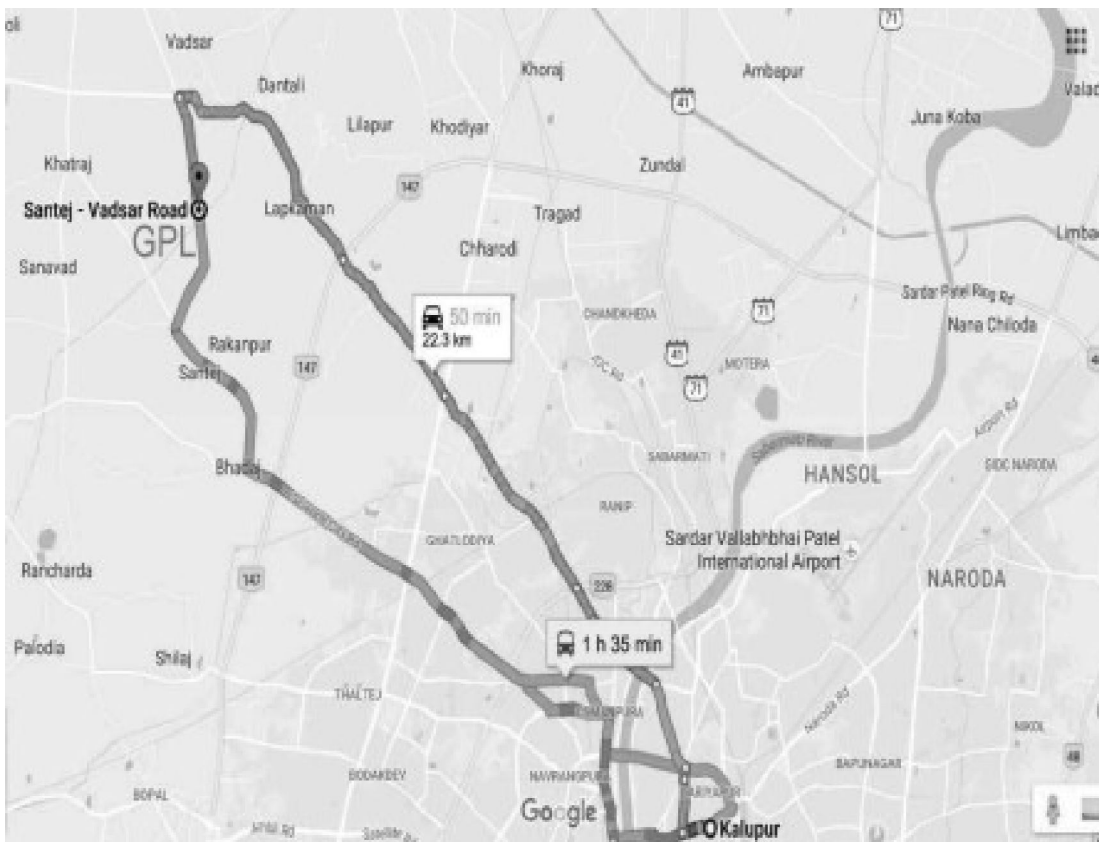
Route Map to the EGM Venue of :

**GOPALA POLYPLAST LIMITED**

**Extra Ordinary General Meeting**

**at 11.00 a.m.**

**Saturday, 24<sup>th</sup> March, 2018**



**Venue :**

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



If undelivered, please return to :

***GOPALA POLYPLAST LTD.***

[CIN: L25200GJ1984PLC050560]

Registered Office:

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