

30<sup>TH</sup> ANNUAL REPORT 2013-14



***GOPALA POLYPLAST LTD.***

***"And Reduced"***



## BOARD OF DIRECTORS

Shri Mahendra Somani  
Shri Manoj Somani  
Shri Manish Somani  
Shri Jugal Kishore Khetawat  
Shri Malay Dalal  
Shri Balkrishna Mittle  
Shri Rajkumar Poddar

- Chairman & Wholetime Director
- Managing Director
- Executive Director

Ms. Anal Desai

- Company Secretary

## REGISTERED & ADMIN. OFFICE

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

## REGISTRAR & TRANSFER AGENT

MCS LIMITED  
101, 1st Floor, Shatdal Complex,  
Opp. Bata Show Room, Ashram Road,  
Ahmedabad-380 052

## 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 B-128 (B), Ambaji Industrial Area,  
Abu Road-307026, Dist. Sirohi

## AUDITORS

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

## BANKERS

Dena Bank

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## 30th Annual General Meeting

Day : Tuesday

Date : 30th September, 2014

Time : 11 a.m.

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



## **NOTICE**

Notice is hereby given that the 30th Annual General Meeting of GOPALA POLYPLAST LIMITED ("And Reduced") will be held at Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar - 382721, Gujarat on Tuesday, 30th September, 2014 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, 2014 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 appoint a Director in place of Mr. Jugal Kishore Khetawat (DIN 00920819) who retires by rotation and being eligible, offers himself for reappointment
3. To appoint 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 an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 ("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), M/s V. K. Moondra & Co., (ICAI Firm Registration no. 106563W), be and are hereby appointed / re-appointed as a Statutory Auditors of the Company; provided that the appointment shall be for 3 (Three) years from the conclusion of this 30th Annual General Meeting till the conclusion of the 33rd Annual General Meeting, and the appointment/re-appointment shall be subject to ratification by the Members at every Annual General Meeting to be held during the period.

"RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

### **SPECIAL BUSINESS**

4. To appoint Mr. Malay Dalal (DIN: 01896746) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution  
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Malay Dalal (DIN: 01896746), who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 30th September 2019 and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Act."
5. To appoint Mr. Balkrishna Mittle (DIN: 00448528) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution  
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Balkrishna Mittle (DIN: 00448528), who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 30th September 2019 and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Act."
6. To appoint Mr. Rajkumar Poddar (DIN: 03567333) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution  
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,



2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajkumar Poddar (DIN: 03567333), who was appointed as a Director liable to retire by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 30th September 2019 and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Act."

7. To consider borrowing limits and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs.125/- Crores (Rupees One hundred and twenty five crores only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

8. To consider creation of charge on the assets of the Company and if thought fit, to pass with or without modification, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non- Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

9. To ratify the appointment of Cost Auditors for the year 2014-15 and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution

"Resolved that pursuant to the provision of Section 148 and other applicable provisions of the Companies Act 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modifications or re-enhancement thereof, for the time being in force) and subject to other such guidelines and approval as may be required from the Central Government the reappointment of M/s. A G Tulsian & Co., Cost Accountants at Ahmedabad, having Firm No. 100629 as Cost Auditors to audit the cost records maintained by the Company as Processing of Plastic Industry for the year ending 31st March, 2015 under the Central



Government Order No. 52/26/CAB-2010 dated 06/11/2012 on a remuneration of Rs.35,000/- (Rupees thirty five thousand only) plus Service Tax as applicable, be and is hereby ratified."

By Order of the Board

Place : Santej  
Date : 30th July, 2014

**Manoj Somani**  
Managing Director  
DIN : 00119021

**NOTES :**

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the special business above are annexed thereto
2. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2014 to 30th September, 2014 (Both days inclusive).
3. 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.
4. 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..
5. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
6. 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.
7. 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.
8. Voting through electronic means:  
The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (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 Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

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

- Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: [www.evotingindia.com](http://www.evotingindia.com).
- Step 2 : Click on "Shareholders" to cast your vote(s)
- Step 3 : Select the Electronic Voting Sequence Number (EVSN) along with "COMPANY NAME" i.e. "Gopla Polyplast Limited" from the drop down menu and click on "SUBMIT".
- Step 4 : 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
- Step 5 : Enter the Image Verification as displayed and Click on Login
- Step 6 : 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.
- Step 7 : 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. For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. 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 100 then enter RA00000100 in the PAN field.

- b. Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
- c. Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#

# 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 as on the cut off date i.e. August 29, 2014 in the Dividend Bank details field.

Step 8 : After entering these details appropriately, click on "SUBMIT" tab.

Step 9 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create 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 changed 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.

Members holding shares in physical form will then directly reach the Company selection screen.

Step 10 : Click on the EVSN of the Company to vote.

Step 11 : On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 12 : Click on the Resolution File Link if you wish to view the Notice.

Step 13 : 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.

Step 14 : Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out

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

- i. The e-Voting period commences on September 25, 2014 (9.00 a.m.) and ends on September 26, 2014 (6.00 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 August 29, 2014 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.
- iv. CS Nikunj N. Raval, Practising Company Secretary (Membership No.: FCS 4730; CP No: 2333) (Address: K-12, Kalpataru Flats, Mirambica Road, Naranpura, Ahmedabad - 380013, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- v. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, 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 and submit forth with to the Chairman of the Company.
- vi. The Results shall be declared on the date of AGM of the Company. 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 <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited 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. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- ix. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate, link their account which they wish to vote on and then cast their vote. 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). 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, in PDF format in the system for the scrutinizer to verify the vote.
- x. 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.
- xi. 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  
CIN: L25200GJ1984PLC050560, E-mail ID: [hdpeaccounts@gopalapolyplast.com](mailto:hdpeaccounts@gopalapolyplast.com)

**Registrar and Transfer Agent**

MCS Limited  
101, 1st Floor, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380009  
Phone: +91-79-26582878 Fax: +91-79-26581296

**e-Voting Agency :**

Central Depository Services (India) Limited  
E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Scrutinizer : CS Nikunj N. Raval**

Practising Company Secretary  
E-mail ID: [nikunjraval@yahoo.com](mailto:nikunjraval@yahoo.com)

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

**Item No. 4 to 6**

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The Term shall be effective prospectively.

The Board of Directors of the Company have decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

All the Directors proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company. The period of office of these Directors was liable to determination by retirement by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. Malay Dalal (DIN: 01896746) Mr. Balkrishna Mittle (DIN: 00448528) and Mr. Rajkumar Poddar (DIN: 03567333), being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

The Board of Directors have recommended appointment of Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar as Independent Directors of the Company.

Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar, non-executive independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. In the opinion of the Board, each of these



Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Notice have been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rs.1,00,000 each.

Brief resume of Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Copy of the draft letters for the appointments of Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar are interested in the resolutions set out respectively at Item No. 4 to 6 of the Notice with regard to his respective appointments.

The relatives of Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar may be deemed to be interested in the resolutions set out respectively at Item No. 4 to 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends these resolutions as set out in the Notice for your approval as Ordinary Resolutions.

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 these resolutions.

#### **Item No. 7 & 8**

Pursuant to Sections 293 (1) (d) and Section 293(1) (a) of the Companies Act, 1956 the Company at its Annual General Meeting held on 30th September, 1996 passed Ordinary Resolutions authorizing Board of Directors to borrow moneys upto Rs.75/- crores and also to create charge on the assets of the Company to that extent of the said amount.

Now in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting by Special Resolution, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose). Keeping in view the Company's future growth plans, it is proposed to increase the limit authorizing the Board of Directors to borrow moneys from an amount not exceeding Rs.75/- Crore (Rupees seventy five crore only) at any time to an amount not exceeding Rs.125/- Crore (Rupees one hundred and twenty five crore only) at any time.

The proposed borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013 and requires the consent of the Company in General Meeting by Special Resolution.

The resolutions contained in item no. 7 & 8 of the accompanying Notice, accordingly, seek members' approval for increasing the borrowing limits and disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (including a Committee thereof authorized for the purpose) of the





Company to complete all the formalities in connection with the increase in the borrowing limits and creating charge on Company's properties, respectively.

The Board commends these resolutions as set out in the Notice for your approval as Special Resolutions.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

**Item No. 9**

Ratification of appointment of Cost Auditor:

A proposal for reappointment of M/s. A G Tulsian & Co., Cost Accountants at Ahmedabad, having Firm No. 100629 as Cost Auditors for the year 2014-15 as recommended by the Audit Committee was approved by the Board at its meeting held on 29th July, 2014. A certificate dated 21/05/2014 issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 11.00 A.M to 1.00 P.M and shall also available at the meeting.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

The Board commends this resolution as set out in the Notice for your approval as an Ordinary Resolutions.

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

Place : Santej  
Date : 30th July, 2014

**Manoj Somani**  
Managing Director  
DIN : 00119021

**Details of the Directors seeking appointment in forthcoming Annual General Meeting  
(in pursuance of clause 49 Of the Listing Agreement)**

Name of Director	Mr. Jugal Kishore Khetawat	Mr. Malay Dalal
Director Identification No.	00920819	01896746
Date of Birth	24/09/1940	26/06/1963
Date of appointment	02/07/1993	31/07/2007
Expertise in specific functional areas	Industrialist with rich experience in areas like transportation, Real Estate development, trading, exports.	Finance and Accounts
Qualifications	Senior Cambridge	B.Com., F.C.A., Grad C.W.A.
Shareholding in Gopala Polyplast Limited as on 31/03/2014	32180 (0.36%)	Nil
List of other Public Companies in which Directorship held as on 31/03/2014	RTL Logistics Ltd. South City Projects (Kolkata) Limited Kolkata Metropolitan South City Development Limited Kolkata Metropolitan South City Logistics Limited Emami Paper Mills Limited	Nil
Chairman / Membership of the Committees of the Board of the Companies on which he is a Director	Nil	Gopala Polyplast Limited Audit Committee - Chairman Remuneration Committee - Chairman Shareholder Grievances Committee Chairman

**GOPALA POLYPLAST LTD. ("And Reduced")**

Name of Director	Mr. Balkrishna Mittle	Mr. Rajkumar Poddar
Director Identification No.	00448528	03567333
Date of Birth	01/05/1945	19/07/1947
Date of appointment	10/07/2010	01/10/2011
Expertise in specific functional areas	Advertising and Marketing	Textile Business
Qualifications	B.Com.	F. Y. B.Com.
Shareholding in Gopala Polyplast Limited as on 31/03/2014	Nil	Nil
List of other Public Companies in which Directorship held as on 31/03/2014	Nil	Nil
Chairman / Membership of the Committees of the Board of the Companies on which he is a Director	Gopala Polyplast Limited Audit Committee - Member Remuneration Committee - Member	Gopala Polyplast Limited Audit Committee - Member Remuneration Committee - Member

**DIRECTORS' REPORT****Dear Shareholders,**

Your Directors have pleasure in presenting before you, the 30th Annual report and the Audited Accounts for the financial year ended 31st March, 2014.

**FINANCIAL RESULTS**

The Financial results of the Company are summarized below:

	<b>2013-14</b>	Rs. in Lacs <b>2012-13</b>
<b>GROSS PROFIT (LOSS)(PBDIT)</b>	<b>1274.80</b>	1002.43
Less:		
Interest & Financial Charges	<b>574.94</b>	472.61
Depreciation	<b>387.79</b>	304.55
<b>PROFIT / (LOSS) BEFORE TAX &amp; EXTRA ORDINARY ITEM</b>	<b>312.07</b>	225.27
(Add) / Less :		
Extra Ordinary Item (Profit) / Loss	<b>5.49</b>	27.94
<b>PROFIT / (LOSS) BEFORE TAX</b>	<b>306.58</b>	197.33
Less:		
Provision for Income Tax	<b>8.67</b>	—
Provision for Deffered Tax	<b>(3.25)</b>	17.80
<b>PROFIT / (LOSS) AFTER TAX</b>	<b>301.16</b>	179.53
Add: Balance brought forward	<b>179.51</b>	(1250.52)
<b>APPROPRIATIONS</b>	<b>—</b>	—
Transfer from Capital Restructure Account	<b>—</b>	1250.50
Balance carried forward to next year	<b>480.67</b>	179.51

**EQUITY DIVIDEND**

With a view to conserving resources for future expansion cum modernization facilities, your directors do not recommend dividend on Equity Shares for the year 2013-14

**EXPANSION & MODERNISATION**

Encouraged by the current demand for the Company's product and keeping in mind the benefits available under the TUF Schemes of both Central Government and the State Government the Company has identified the areas for further expansion and modernization of its existing production facilities. The company has also decided to diversify into value added products, which will help in increasing its competitive strength in the market.

At present, the company's woven sacks division (HDPE Division) is supplying mainly to Cement Industry. During last four years, the company has developed its capabilities for Sugar Industry and Food grain Industry. In fact, it is one of the few companies that has successfully completed all government orders for food grain supply. After being well established in these industries, the company plans on diversifying into value added products. The two new product lines it plans to add are BOPP bags and AD star bags.

**BOPP BAGS**

BOPP bags are widely used today in retail packaging of 10-25 kg packs of rice, chakki atta, maida, besan, sugar, seed, fertilisers, cement putty and other premium products. Retail is exploding and the BOPP bag market is rapidly growing because of the importance of branding and need of asthetically appealing packaging. The company would like to exploit this opportunity in this time of growth.

**AD STAR**

AD star bags is the standard packing used for cement throughout the world, and this trend is slowly seeping into India. Currently, these bags were being imported. Being a leader in the cement industry, it is imperative for the company to enter this market in its initial stage. These machines will be imported from Austria. Two of our major clients, Holcim and Ultratech have already started using these bags in large quantities.



## **AUTOMATION**

We have added Valvomatic machines, which will cut down labour costs to almost half and increase the quality of our finished products. This Valvomatic bag making machines acquired by the company from Lohia Corp Ltd., where the first of its kind in the world. It removes all manual process for making bag from fabric. Historically, bag making is a very labour intensive process and the Company has faced a lot of labour issues. We are aiming to eradicate this.

Moreover, without increasing too much capacity in this expansion project, the company is moving to higher levels of automation. Through its diversification and modernization programme, the company is trying to enter a niche market with premium, higher margin products along with its existing product line.

The company has spent Rs. 1649.22 lakhs on addition to factory shed, plant and machinery ( under expansion and modernization) and electric installation during the year under review.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

As required by Clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis Report is appended.

## **DIRECTORS**

Mr. Jugal Kishore Khetwat (DIN 00920819) retire by rotation at the forthcoming Annual General Meeting, and being eligible offer himself for re-appointment.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. Mr. Malay Dalal (DIN: 01896746) Mr. Balkrishna Mittle (DIN: 00448528) and Mr. Rajkumar Poddar (DIN: 03567333) , being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term of five years. Notice have been received from member(s) signifying their intention to propose appointment of these Directors

## **DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956.**

The Directors hereby confirm, that they have :

- i. followed in the preparation of the annual accounts, the applicable accounting standards along with proper explanation relating to material departures;
- ii. selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period;
- iii. taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. prepared the annual accounts on a going concern basis

## **DEPOSITS**

The Company has not accepted any deposits to which the provisions of Section 58A of the Companies Act, 1956 are applicable.

## **INCREASE IN CAPITAL OF THE COMPANY**

During the year under review, the Company issued / allotted 4,80,000 (Four lacs eighty thousand) 0.01% Cumulative Redeemable Preference Shares of Rs. 100 (One hundred) each aggregating to Rs. 4.80 Crores

## **DELISTING OF EQUITY SHARES**

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).



#### **CONSUMPTION OF ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE EARNING AND OUTGO**

The information required under Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the report of the Board of Directors) Rules, 1988 is annexed hereto and forms part of this report.

The total earning in foreign exchange from Direct Exports is Rs. 200.03 lacs. (Previous year - Rs. 236.54 lacs)

The total foreign exchange out flow during the year is Rs.12.29 Lacs (Previous year - Rs. 12.00 Lacs).

#### **PERSONNEL**

The employee relation situation in your Company was satisfactory. Your Directors place on record their appreciation for the hard work and dedication of the employees in enhancing the productivity and effectiveness of the Organisation.

There is no employee who is in receipt of remuneration exceeding the limits specified under sub-section 2A of Section 217 of the Companies Act, 1956.

#### **CORPORATE GOVERNANCE**

As required by Clause 49 of the Listing Agreement, a Report on Corporate Governance is appended along with Certificate of Compliance from the Auditors.

#### **AUDITORS**

M/s. V. K. Moondra & Co., Statutory Auditors of the Company, retire at the forthcoming Annual General Meeting and are eligible for reappointment.

#### **COST AUDITORS**

Pursuant to Direction of the Ministry of Corporate Affairs, the company appointed M/s. A. G. Tulsian & Co., Cost Accountant (Firm No.19812) for submitting Audit Report on cost accounts maintained by the Company for the year ending on 31/03/2014. The Cost accountant submitted their Audit Report on 30/05/2014. The due date for filing Cost Audit Report with MCA is 27/09/2014.

Your directors have now appointed M/s. A. G. Tulsian & Co., Cost Accountant to carry out audit of cost accounts maintained by the Company for the year 2014-15. The due date for filing Cost Audit Report with MCA is 27/09/2015.

#### **ACKNOWLEDGMENT**

Your directors express their sincere thanks to all customers, vendors, investors, bankers, insurance companies, consultants, advisors, stock exchange and government authorities for their continued support and co-operation throughout the year.

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

Santej  
30th July, 2014

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



**ANNEXURE TO THE DIRECTORS' REPORT**

PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988.

**A. CONSERVATION OF ENERGY**

Energy conservation measures taken by the Company involves mainly selection & installation of energy efficient equipment and energy saving devices. The impact of above measures on the cost of production is not precisely ascertainable.

**B. TECHNOLOGY ABSORPTION**

- a. Research & Development      The Company has not so far formally established a Research & Development wing. However it is getting its technology updated in consultation with the machinery manufacturers on a continuous basis.
- b. Technology absorption, adaptation & innovation      The Company has not imported any technology.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

(Rs. in Lacs)

	<u>2013-14</u>	<u>2012-13</u>
a. Foreign Exchange Earnings	<b>200.03</b>	236.54
b. Foreign Exchange Outgo	<b>12.29</b>	12.00

**FORM – A****DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY****I. POWER AND FUEL CONSUMPTION:**

	<u>2013-14</u>	<u>2012-13</u>
Electricity		
1. Purchased from GEB Units (KWH)	<b>1,05,90,874</b>	98,29,311
Total Amount (Rs.)	<b>5,77,81,270</b>	6,55,81,438
Rate per unit (Rs.)	<b>5.46</b>	6.67
2. Own Generation (through D.G. sets)		
Total Units Generated (KWH)	<b>16,854</b>	16,338
Total Amount (Rs.)	<b>3,08,414</b>	2,43,898
Cost per unit (Rs.)	<b>18.30</b>	14.93
3. Own Generation (CPP-Gas)		
Total Units Generated (KWH)	<b>92,428</b>	77,666
Total Amount (Rs.)	<b>43,78,748</b>	24,39,727
Cost per unit (Rs.)	<b>47.37</b>	31.41

**II. CONSUMPTION PER UNIT OF PRODUCTION**

Product	PP Woven Sacks	
	<u>2013-14</u>	<u>2012-13</u>
Production (Tons)	<b>13,736</b>	12,536
Total No. of Units (KWH)	<b>1,07,00,156</b>	99,23,315
Units per Ton (KWH)	<b>779</b>	792

\* Quantitative details of Label Division cannot be compiled hence the relevant details are not given.

**REPORT ON CORPORATE GOVERNANCE**

Report on Corporate Governance for the year 2013-14 as per clause 49 of the Listing Agreement is placed here below :

**1. Board of Directors :**

The Company is managed by Board of Directors comprising an Executive Chairman, 2 executive directors and 4 non-executive directors. Of these directors, 3 are independent directors.

The composition of directors and their attendance at the board meetings during the year and at the last annual general meeting, as also the number of their other directorships/committee positions are given in the following tables :

**Table 1 :** Composition of Board of Directors and number of other directorships and committee positions held as on 31st March, 2014 :

Director	Executive / Non-executive Independent	Number of Directorships of other Public companies	Committee positions	
			As Chairman	As Member
Mahendra Somani	Executive, Chairman	1	-	-
Manoj Somani	Executive	1	1	1
Manish Somani	Executive	-	-	2
Jugalkishore Khetawat	Non-executive	6	-	-
Malay Dalal	Non-executive, Independent	-	3	-
Balkrishna Mittle	Non-executive, Independent	-	-	2
Rajkumar Poddar	Non-executive, Independent	-	-	2

As mandated by the clause 49, the independent directors on the Company's Board.

- Apart from receiving Directors remuneration, do not have any material, pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its associates, which may affect the independence of the Director.
- Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.
- Have not been executive of the Company in the immediately preceding three financial years.
- Are not partners or executives or were not partners or executive during the preceding three years of the
  - Statutory Audit firm or the internal audit firm that is associated with the Company.
  - Legal firm(s) and consulting firm(s) that have a material association with the Company.
- Are not material suppliers, service providers or customers or lessors or lessees of the Company, which may affect their independence.
- Are not substantial shareholders of the Company i.e. do not own two percent or more of the block of voting shares.

**Table 2 : Attendance of Directors at Board Meetings and at the last AGM :**

Director	Number of Board Meetings		Last AGM Attendance
	Held	Attended	
Mahendra Somani	8	8	Yes
Manoj Somani	8	6	Yes
Manish Somani	8	8	Yes
Jugalkishore Khetawat	8	0	No
Malay Dalal	8	8	Yes
Balkrishna Mittle	8	6	No
Rajkumar Poddar	8	6	No

**Tale 3 : No. of Board Meetings held and dates of meetings.**

No. of Board Meetings held during the year 2013-14	Dates of Meetings
8	30/05/2013, 29/07/2013, 22/08/2013, 22/10/2013, 02/12/2013, 31/01/2014, 25/02/2014 and 29/03/2014. The maximum time gap between any two consecutive meetings did not exceed four months.



**Disclosure regarding directors considered for appointment / re-appointment :**

Mr. Jugal Kishore Khetwat (DIN 00920819) retire by rotation at the forthcoming Annual General Meeting, and being eligible offer himself for re-appointment. Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. Mr. Malay Dalal (DIN: 01896746) Mr. Balkrishna Mittle (DIN: 00448528) and Mr. Rajkumar Poddar (DIN: 03567333), being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term of five years. Their brief particulars are annexed with the notice convening Annual General Meeting.

**Information placed before the Board of Directors :**

The Board of the Company was presented with all the relevant and necessary information at their meetings such as production, sales, capital expenditure budgets, actual performance statistics, review of business, any legal proceedings by or against the Company, Share transfer compliance, quarterly financial results, minutes of the meetings of the Audit Committee, Share Transfer Committee and Shareholders/Investors Grievance Committee, Staff matters including senior appointments, significant labour and human relations matters, and such other information

**2. Audit Committee :**

The Company had constituted a three member Audit Committee originally on 31/07/2001 in compliance with the requirement of Section 292A of the Companies Act, 1956. The Committee was lastly reconstituted on 01/10/2011, comprising of three non-executive directors and all of them are independent directors. The members of the Committee are Mr. Malay Dalal, Chairman, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar. Mr. Malay Dalal, Chartered Accountant has good financial and accounting knowledge. The Chairman of the Audit Committee attended the Annual General Meeting of the Company held on 30/09/2013.

**The Broad terms of reference of the Audit Committee are as follows :**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to :
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, as and when implemented by the Company.
13. To review the following information
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - c. Management letters / letters of internal control weaknesses issued by the statutory auditors
  - d. Internal audit reports relating to internal control weaknesses; and
  - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.



The committee met four times during the year ended 31st March, 2014 on 30/05/2013, 29/07/2013, 22/10/2013 and 31/01/2014.

Name of the member	Number of Meetings	
	Held	Attended
Director		
Malay Dalal	4	4
Balkrishna Mittle	4	4
Rajkumar Poddar	4	4

### 3. Remuneration Committee :

Remuneration Committee comprised of Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar. The committee did not meet once during the year ended 31st March, 2014.

Name of the Member	Number of Meetings	
	Held	Attended
Director		
Malay Dalal	Nil	N.A.
Balkrishna Mittle	Nil	N.A.
Rajkumar Poddar	Nil	N.A.

### 4. Director's Interests in the Company :

Table 4 gives (a) full details of remuneration paid to each director (b) their relationships with other directors (where applicable), and (c), their business interests with either the Company or its directors (where material).

**Table 4 : Relationships of directors, their business interests and remuneration paid :**

Director	Relationship with other directors *	Business relationship with the company if any	Remuneration paid/payable during 2013-14 (in Rs.)			
			Sitting Fees	Salary & Perks	Comm-ission	Total
Mahendra Somani	Father of Manoj Somani and Manish Somani	None	Nil	12.00	Nil	12.00
Manoj Somani	Son of Mahendra Somani	None	Nil	19.49	Nil	19.49
Manish Somani	Son of Mahendra Somani	None	Nil	16.80	Nil	16.80
Jugal Kishore Khetawat	None	None	Nil	Nil	Nil	Nil
Malay Dalal	None	None	Nil	Nil	Nil	Nil
Balkrishna Mittle	None	None	Nil	Nil	Nil	Nil
Rajkumar Poddar	None	None	Nil	Nil	Nil	Nil

\* as defined under Section 6 of the Companies Act, 1956.

**Table 5 : No. of shares held by non-executive directors as on 31st March, 2014 :**

Director	No. of shares held
Jugalkishore Khetawat	32,180
Malay Dalal	Nil
Balkrishna Mittle	Nil
Rajkumar Poddar	Nil

\* During the year 2013-14, the company did not advance any loan to any of the Directors.

### 5. Shareholder's / Investor's Grievance Committee :

The Company constituted a three-member Committee designated as 'Shareholders/Investors Grievance Committee' under the chairmanship of Mr. Malay Dalal, Non-executive director and Mr. Manoj Somani, Managing Director and Mr. Manish Somani, Executive Directors to specifically look into the redressing of shareholder and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

The committee met once during the year ended on 31st March, 2014, which was attended by Mr. Malay Dalal, Mr. Manoj Somani and Manish Somani



The relevant data are as under :

Name of non-executive director heading the committee	:	Mr. Malay Dalal
Name and designation of Compliance Officer	:	Mr. Chirag Parikh Dy. General Manager
Number of shareholders' complaints received during the year	:	Nil
Number of shareholders' complaints not solved to the satisfaction of shareholders	:	Nil
Number of share transfers pending for over 30 days as on 31-3-2014.	:	Nil

**6. General Body Meetings :**

Location and time, where last three AGMs held :

AGM Number	Date & Time	Venue
27th	30/09/2011 at 11.00 a.m.	Plot No. 485, Santej Vadsar road, Santej, Taluka Kalol, Dist. Gandhinagar-382721, Gujarat.
28th	22/09/2012 at 11.00 a.m.	Plot No. 485, Santej Vadsar road, Santej, Taluka Kalol, Dist. Gandhinagar-382721, Gujarat.
29th	30/09/2013 at 11.00 a.m.	Plot No. 485, Santej Vadsar road, Santej, Taluka Kalol, Dist. Gandhinagar-382721, Gujarat.

Any special resolution passed at these meetings through postal ballot last year	No
Person who conducted the postal ballot exercise	Not applicable
Any special Resolution proposed to be conducted through postal ballot	No
Procedure adopted for postal ballot	Not applicable

**7. Disclosures :**

**a. Related party transaction**

Disclosures on materially significant related party transactions during the year ended on 31st March, 2014 i.e., transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interest of the Company at large :

Related party transactions of the Company during the year are as under :-

Sr. No.	Particulars	Transaction value (Rs. in lacs)	Outstanding Amount carried in Bal. Sheet (Rs. In lacs)
1.	Remuneration to Mr. Manoj Somani, Managing Director	19.49	0.97
2.	Remuneration to Mr. Manish Somani, Executive Director	16.80	0.80
3.	Remuneration to Mr. Mahendra Somani, Whole-time Director	12.00	0.80
4.	Rent paid to Mr. Manoj Somani, Managing Director	0.26	0.00
5.	Rent paid to Smt. Purnima Somani, Spouse of Mr. Manish Somani	0.27	0.00
6.	Rent paid to Smt. Ushadevi Somani mother of Mr. Manoj Somani, Managing Director and Mr. Manish Somani, Executive Director	2.38	0.00
7.	Remuneration paid to Ms. Pallavi Somani, daughter of Mr. Manoj Somani, Managing Director	2.08	0.41
8.	Loan taken from Mr. Manoj Somani, Managing Director	30.00	53.75
9.	Loan repaid to Mr. Manoj Somani, Managing Director	59.46	
10.	Interest paid to Mr. Manoj Somani, Managing Director	10.24	
11.	Loan repaid to Mr. Manish Somani, Executive Director	42.46	39.75
12.	Interest paid to Mr. Manish Somani, Executive Director	9.12	
13.	Loan taken from Mr. Mahendra Somani, Whole-time Director	17.50	59.88
14.	Loan repaid to Mr. Mahendra Somani, Whole-time Director	41.96	
15.	Interest paid to Mr. Mahendra Somani, Whole-time Director	8.71	
16.	Interest paid to Status Credit and Capital Pvt. Ltd.	12.24	113.03
17.	Loan taken from Navjeevan Synthetics Ltd.	10.00	0.00
18.	Loan repaid to Navjeevan Synthetics Ltd.	10.00	
19.	Interest paid to Navjeevan Synthetics Ltd.	1.11	
20.	Loan taken from Indian Bobbin Manufacturing Company Pvt. Ltd.	320.00	330.00
21.	Loan repaid to Indian Bobbin Manufacturing Company Pvt. Ltd.	245.00	
22.	Loan taken from New Life Marketing and Trading Pvt. Ltd.	80.00	180.00
23.	Loan repaid to New Life Marketing and Trading Pvt. Ltd.	150.00	
	<b>Total</b>	<b>1101.08</b>	<b>779.39</b>



**b. Accounting treatment**

There is no deviation in following the treatment prescribed in Accounting Standard in preparation of financial statements for the year 2013-14.

**c. Certification from Managing Director**

The requisite certification from the Managing Director to be given under clause 49 (v) has been placed before the Board of Directors of the Company.

**d. Details of non-compliance with regard to capital market during the last three years**

There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any other statutory authority on any matter related to capital markets, during last three years.

**8. Means of Communication :**

Half-yearly report sent to each household of shareholders	No. The report was published in prominent dailies. Intimations were sent to Stock Exchanges and Press Releases were issued
Quarterly Results	The report of each quarterly results was published in prominent dailies, Intimations were sent to Stock Exchanges and Press Releases were issued well within the time limit stipulated under the Listing Agreement.
Which newspapers normally published in	Economic Times
Any website, where displayed	www.gopalapolyplast.com
Whether it also displays official news releases	No
The presentations made to institutional investors or to the analysts	Nil
Whether Management Discussion & Analysis Report is a part of annual report or not.	Yes

**9. General Shareholder Information :**

Annual General Meeting :	
Date	30th September, 2014
Time	11.00 a.m.
Venue	Plot No. 485, Santej Vadsar Road, Santej, Taluka Kalol, Dist. Gandhinagar-382721, Gujarat
Financial Calendar for 2013-14 (tentative) Result for the quarter ending 30/06/2014 Result for the quarter ending 30/09/2014 Result for the quarter ending 31/12/2014 Result for the quarter ending 31/03/2015 Annual General Meeting	Last week of July, 2014 Last week of October, 2014 Last week of January, 2015 Last week of April, 2015 September, 2015
Date of Book Closure for AGM	25th Sep. 2014 to 30th Sep. 2014(both day inclusive)
Date of Dividend Payment	Not applicable
Listing on Stock Exchanges	Bombay Stock Exchange Limited and The Calcutta Stock Exchange Association Ltd.  The company has paid annual listing fees of the Bombay Stock Exchange Limited for the year 2014-15. The annual listing fees of The Calcutta Stock Exchange Association Limited for the years 2005-06, and onwards have not been paid as the Company has submitted application for delisting of its security from the said Stock Exchange on 07/03/2005.
Stock Code/ Symbol (Physical)	Mumbai Stock Exchange – 526717
Demat ISIN Number for NSDL & CDSL	INE136C01036
Market Price Date : High, Low during each month in the financial year 2013-14.	As per Table 6
Performance in comparison to broad-based indices i.e. BSE Sensex during 2013-14	GPL Share - (+)59.29% (*) [From Rs.1.70 (Face Value Rs.5/-) to Rs.13.54 (Face Value Rs.10/-) BSE Sensex - (+) 18.85% [From 18835.77 to 22386.27] (*)After considering impact of capital restructuring.



Registrar and Transfer Agents (Share transfers and communications regarding share certificates and change of address)	MCS Limited - 101, 1st Floor, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabd-09 Phone : +91-79-26582878, 26581296
Share Transfer System	All the shares related to work is being undertaken by MCS Limited our R & T Agent. All the statements relating to Share Transfer, Transmission, Split-up, Consolidation are regularly placed before the Share Transfer Committee which meets at frequent intervals for their approval and thereafter placed before the meeting of the Board of Directors of the Company for noting. Presently, the share transfers, which are received in physical form are processed and share certificates returned within 15 days from the date of receipt, subject to the documents being valid and complete in all respect.
Distribution of Shareholding & Category-wise distribution of Equity Shareholders	As per Table 7
Dematerialisation of shares and liquidity	As per Table 8
Outstanding GDRs/ ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity.	NIL
Plant Location	<ul style="list-style-type: none"> <li>● Block No. 485, Santej - Vadsar Road, Santej, Taluka - Kalol, Dist. : Gandhinagar - 382721</li> <li>● Survey No 207/P, Plot No. 6, Nr. Dadra Check Post Village Dadra, Union Territory of Dadra and Nagar Haveli.</li> <li>● Plot No. 58, Shed No. 3 to 7 &amp; 23 to 29, Jayant Estate, Khatraj Bhoyan Road, Kahtraj, Ta. Kalol, Dist. Gandhinagar - 382721.</li> <li>● B-128 (B), Ambaji Industrial Area, Abu Road-307026, Dist. Sirohi</li> </ul>

**Table 6 : Market Price Data :**

High, Low During Each Month in the Financial Year 2013-14

Month & Year	Mumbai Stock Exchange (Face Value Rs.5/ per share upto 30/05/2013 and Rs.10/- per share thereafter)	
	High	Low
April – 2013	2.70	1.93
May - 2013	2.39	1.55
June - 2013	---	---
July - 2013	12.00	9.42
August - 2013	12.00	7.75
September - 2013	13.09	9.02
October - 2013	10.50	9.00
November- 2013	12.89	9.36
December - 2013	11.74	8.90
January - 2014	11.59	9.38
February - 2014	14.28	10.55
March - 2014	18.25	12.20

The Scheme of Arrangement involving financial restructuring of company with its shareholders approved by the Honorable High Court of Gujarat vide order dated 07/05/2013. The Board of Directors of the Company allotted shares as per the approved scheme at its meeting held on 30/05/2013. Listing approval was received by the Company from BSE on 04/07/2013 and the corporate actions were completed by NSDL and CDSL on 09/07/2013. The said 88,36,392 equity shares were finally admitted for trading by BSE on 23/07/2013.

**Table 7 : Distribution of Equity Shareholdings as on 31/03/2014**

No. of Equity Shares held	No. of Shares held	% of Total shares	No. of Shareholders	% of Total Shareholders
1 to 500	532256	6.00	5007	88.95
501 to 1000	241103	2.72	304	5.40
1001 to 2000	216877	2.45	142	2.52
2001 to 3000	111242	1.25	42	0.75
3001 to 4000	83609	0.94	24	0.43
4001 to 5000	73923	0.83	16	0.28
5001 to 10000	242826	2.74	32	0.57
10001 and above	7364556	83.07	62	1.10
<b>TOTAL</b>	<b>8866392</b>	<b>100.00</b>	<b>5629</b>	<b>100.00</b>

**Category-wise Distribution of Equity Shareholding as on 31/03/2014**

Sr. No.	Category	No. of Shareholder	No. of Shares Held	% of Total Shares
1.	Promoters	27	6093173	68.72
2	Public Financial Institutions and Banks	0	0.00	0.00
3.	Mutual Funds	1	200	0.00
4.	Bodies Corporate (Other than promoter)	155	640888	7.23
5.	Non- Resident individuals	10	10529	0.12
6.	Indian Public	5436	2121602	23.93
	<b>Total</b>	<b>5629</b>	<b>8866392</b>	<b>100.00</b>

**Table 8 : Break-up of Equity Shares in Physical & Electronic Mode as on 31/03/2014**

Mode	No. of shareholders	% of Total shareholders	No. of shares	% to Total Shares
Physical	1484	26.36	998340	11.26
Electronic	4145	73.64	7868052	88.74
<b>Total</b>	<b>5629</b>	<b>100.00</b>	<b>8866392</b>	<b>100.00</b>

**10. 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. 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.

The Indian woven sack industry has also been one of the fastest growing segments of the bulk packaging industry and has registered an annual compounded growth rate of 15% or more over the last decade.

Despite being hampered by the Jute Packaging Materials Act (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, it 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 fertiliser 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, fertilisers and cement to a wide variety of products in the 20-50 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. 16 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. All major players in cement industries are doing their expansion 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. 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.
4. Export, retail packing of sugar and food grain shifting to PP sacks segment.

**Threats :**

1. The threats of competition out of new capacities, fluctuation in petrochemical prices may put pressure on the Company's performance. However, raw material price increase is normally passed on to the customers. Also the situation can be tide over by making strategic purchases.
2. The process of making bags from fabric is labour oriented and labours are now in short supply.

**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, 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, fertilisers, 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.

Demand for the Company's products depends on the growth in demand for the products of its user industries, such as Cement, Sugar, Food grains in case of PP bags and Garment industry in case of Labels. However, the outlook for the both the products are bright for the current year.

**e) Risks and concerns**

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, it definitely impacts the growth plans.

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

The company has strong 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**

The overall financial performance for the year under review has been Improved as compared to previous year due to various factors. At present, the company's woven sacks division (HDPE Division) is supplying mainly to Cement Industry. During last five years, the company has developed its capabilities for Sugar Industry and Food grain Industry. We are among the few companies that have successfully completed all government orders for food grain supply.

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

The company has a very good team of dedicated persons who are continuously and consistently putting their efforts to pull out the company from its current situation. The initiative and the eagerness in each one of us to keep trying is our most important asset. Through training programmes and value based teachings, we have tried to keep the motivational levels high amongst our people.



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.

The financial commercial transactions where the management has personal interest have been listed under Sl. No. 12 of the notes to the financial statement. None of the transactions have a conflict with the interest of the company at large.

**11. Status of Compliance of Non-mandatory requirements :**

**(i) Remuneration Committee**

The Remuneration Committee comprised of Mr. Malay Dalal, Mr. Balkrishna Mittle and Mr. Rajkumar Poddar, Independent Directors of the Company as member of the Committee.

**(ii) Shareholders' Right**

Half yearly financial results including summary of the significant events in the last six months were not being sent to shareholders of the Company in the year 2013-14.

**(iii) Audit Qualifications**

There are no qualifications in the Auditors' Report on the financial statements for the year 2013-14 to the Shareholders of the Company.

**(iv) Training of Board Members**

There was no formal policy for training of the Board Members of the Company as the members of the Board comprises eminent, experienced and professional persons in the year 2013-14.

**(v) Mechanism for evaluating non-executive Board Members.**

There was no formal mechanism for performance evaluation of non-executive directors in the year 2013-14.

**(vi) Whistle Blower Policy**

The Company was not having any formal whistle blower policy in the year 2013-14.

**DECLARATION**

The Board of Directors of the Company at their meeting held on 28/10/2005 have adopted the Code of Conduct for the members of the Board of Directors and Senior Management of the Company and the same has been posted on the website of the Company. As stipulated under the provisions of the sub-clause I(D) (ii) of Clause 49 of the Listing Agreement with the Stock Exchanges, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with their respective Codes for the financial year ended 31/03/2014.

**For Gopala Polyplast Limited**

**Manoj Somani**  
Managing Director  
DIN : 00119021

Date : 30th July, 2014

**Auditors' Certificate on Corporate Governance**

To the Members of

**GOPALA POLYPLAST LIMITED ("And Reduced")**

We have examined the compliance of conditions of Corporate Governance by GOPALA POLYPLAST LIMITED ("And Reduced") for the year ended on 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We have to state that in respect of investor's grievances, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the shareholder's/ Investor's Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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

**V. K. Moondra**  
Proprietor

Date : 30th July, 2014





**AUDITORS' REPORT**

To,

The Members of

**GOPALA POLYPLAST LIMITED ("And Reduced")**

We have audited the accompanying financial statements of Gopala Polyplast Ltd. ("And Reduced") ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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, 2014;
  - 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
  2. As required by section 227(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 accounts 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
    - e) On the basis of the written representations received from the director's as on 31st March, 2014 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in term of Clause (g) of Sub Section (1) to Section 274 of the Companies Act, 1956.
    - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

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

Place : Santej  
Date : 29th May, 2014

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



**The Annexure referred to in paragraph 1 of our report of even date  
to the members of GOPALA POLYPLAST LIMITED ("And Reduced") on the accounts  
of the company for the year ended on 31st March, 2014.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.  
c) In our opinion and according to the information and explanations given to us, fixed asset have been disposed during the year but does not affect the going concern assumption.
- 2) a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.  
b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- 3) a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, Clause no 3b,3c & 3d are not applicable.  
b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has taken loans from 5 companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs 831.50 Lacs. The year end balance was Rs 776.40 lacs.  
c) The rate of interest and other terms and conditions of the loans taken by the company are not prima facie prejudicial to the interest of the company.  
d) Payment of principal amount and interest are regular.
- 4) In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
- 5) Based on the audit procedures applied by us and according to the information and explanations provided by the management, there are no such contracts or arrangements referred to in section 301, hence this clause is not applicable.
- 6) The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
- 7) As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
- 8) As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- 9) a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on date of balance sheet for a period of more than six months from the date they became payable.  
b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on



account of any disputes other than those given here in below.:

<b>Nature of statute</b>	<b>Nature of Dispute</b>	<b>Amount (Rs.)</b>	<b>Period to which Dispute Relates</b>	<b>Forum Where Dispute is pending</b>
Income Tax	Disallowance of Bad Debts	Nil	AY 2002 – 03	I.T.A.TAhmedabad
Income Tax	Disallowance of Bad Debts	Nil	AY 2004 – 05	I.T.A.TAhmedabad
Income Tax	Disallowance of Bad Debts	Nil	AY 2005 – 06	I.T.A.TAhmedabad
Income Tax	Disallowance of Bad Debts	Nil	AY 2006 – 07	I.T.A.TAhmedabad
Income Tax	Various addition u/s 143(3) of I.T.Act.	Nil	AY 2010 – 11	CIT (Appeal) VIII
Income Tax	Various addition u/s 143(3) of I.T.Act.	Nil	AY-2011 - 12	CIT (Appeal) VIII

- 10) The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- 11) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders. The IDBI Bank Ltd had restructured account in 2010-11 by granting a One Time Settlement (OTS) to the company. The company has made the Full & Final payment to the IDBI Bank Ltd in 2012-13. IDBI Bank Ltd. has issued a No Due Certificate in favor of the company against the same.
- 12) According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
- 14) According to information and explanations given to us, the Company is investing in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
- 15) According to the information and explanation given to us, and the representation made by the management the Company has not given any guarantee for loans taken by others from any bank or financial Institution.
- 16) Based on our audit procedures and on the information given by the management, we report that the company has raised term loans during the year & fully utilized for the purpose for which they were raised.
- 17) Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at the above date, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
- 18) Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has made preferential allotment of shares during the year. Refer note no. 6 of notes to financial statements.
- 19) The Company has no outstanding debentures during the period under audit.
- 20) The Company has not raised any money by public issue during the year.
- 21) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

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

Place : Santej  
Date : 29th May 2014

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

**Balance Sheet as on 31st March 2014**

Particulars	Note No.	As at 31st March,14 Rupees	As at 31st March,13 Rupees
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds:</b>			
Share Capital	1	13,66,63,920	8,86,63,920
Reserves & Surplus	2	14,77,31,311	11,76,14,892
<b>Share Application money pending allotment</b>		-	-
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	3	26,42,63,907	18,78,48,693
Long Term Provisions	4	51,63,594	43,02,693
<b>Current Liabilities</b>			
Short-Term Borrowings	5	37,49,33,578	25,78,68,099
Trade Payables	6	15,52,97,655	12,09,65,167
Other Current Liabilities	7	6,53,27,576	2,81,21,825
Short-Term Provisions	8	50,58,897	49,41,901
<b>TOTAL</b>		<b>1,15,44,40,438</b>	<b>81,03,27,190</b>
<b>II. ASSETS</b>			
<b>Non Current Assets</b>			
<b>Fixed Assets:</b>	9		
Tangible Assets ( Net Block )		38,65,20,847	25,93,30,427
In Tangible Assets ( Net Block )		1,82,490	2,30,066
Capital work in Progress		44,38,456	3,92,362
Net Fixed Assets		39,11,41,793	25,99,52,855
Non-Current Investments	10	-	-
Deferred Tax Assets (Net)		3,00,85,867	2,97,60,446
Long Term Loans and Advances	11	1,00,89,676	93,25,553
Other Non-Current Assets	12	2,50,000	2,50,000
<b>Current Assets</b>			
Current Investments	13	18,97,305	2,44,040
Inventories	14	23,74,75,698	16,14,99,664
Trade Receivables	15	42,17,75,184	31,55,72,302
Cash and Cash Equivalents	16	79,86,022	1,15,03,081
Short-Term Loans and Advances	17	1,96,11,811	1,13,30,728
Other Current Assets	18	3,41,27,082	1,08,88,521
<b>TOTAL</b>		<b>1,15,44,40,438</b>	<b>81,03,27,190</b>

See Accompanying Note to the Financial Statements

As per our attached report of even date

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

**For and on Behalf of the Board**

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

**Anal Desai**  
Company Secretary

**Manoj Somani**  
Managing Director

**M. K. Somani**  
Chairman

Place : Santej  
Date : 29th May 2014

Place : Santej  
Date : 29th May 2014

**Statement of Profit and Loss for the year ended 31st Mar 2014**

Particulars	Note No.	2013-14 Rupees	2012-13 Rupees
<b>REVENUE</b>			
Revenue from Operation	19	2,84,68,57,008	2,19,70,00,504
Other Income	20	17,26,798	19,07,350
<b>TOTAL REVENUE</b>		<b>2,84,85,83,806</b>	<b>2,19,89,07,854</b>
<b>EXPENDITURE</b>			
Cost of Materials Consumed	21	2,24,10,20,302	1,62,41,42,617
Purchase of Stock in Trade	22	24,27,60,113	25,37,96,115
Changes in inventories of finished goods, work-in-progress	23	(4,30,63,796)	(3,71,35,063)
Employees Benefits Expenses	24	4,08,18,661	3,46,71,041
Finance Cost	25	5,74,93,684	4,72,61,189
Depreciation & amortisation Expenses		3,87,79,294	3,04,55,311
Other Expenses	26	23,95,68,426	22,31,89,371
<b>TOTAL EXPENDITURE</b>		<b>2,81,73,76,684</b>	<b>2,17,63,80,581</b>
<b>Profit Before Exceptional &amp; Extra Ordinary Items &amp; Tax</b>		<b>3,12,07,122</b>	<b>2,25,27,273</b>
<b>Extra Ordinary Items :</b>			
Loss/(Profit) on Sales of Fixed Assets		5,33,510	22,07,431
Loss on Sale of Investments		16,000	5,86,557
Add : Other Extra Ordinary Items		-	-
<b>Profit Before Tax</b>		<b>3,06,57,612</b>	<b>1,97,33,285</b>
<b>Tax Expenses :</b>			
Income Tax for Earlier Year		-	-
Provision For Income Tax		8,66,615	
Provison for Deffered Tax		(3,25,421)	
		<b>5,41,194</b>	<b>17,79,964</b>
<b>Net Profit/(Loss) for the Year</b>		<b>3,01,16,418</b>	<b>1,79,53,321</b>
EPS Basic (Refer Note no 16)		3.40	0.82
EPS Diluted (Refer Note no 16)		3.40	0.82
Face Value Per Share		10/-	10/-

See Accompanying Note to the Financial Statements

As per our attached report of even date

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

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

Place : Santej  
Date : 29th May 2014

For and on Behalf of the Board

**Anal Desai**  
Company Secretary

**Manoj Somani**  
Managing Director

**M. K. Somani**  
Chairman

Place : Santej  
Date : 29th May 2014



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

(Rs. in Lacs)

Particulars	2013-2014	2012-2013
<b>(A) CASHFLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	306.58	197.33
Adjustment for :		
Depreciation	387.79	304.55
Bad Debts	13.84	8.64
Interest Expenses	574.94	472.61
Interest & Other Income	(11.29)	(6.06)
(Profit) / Loss on sale of Investment	(4.32)	5.87
(Profit) / Loss on sale of fixed Assets	5.34	22.07
	<u>966.30</u>	<u>807.69</u>
<b>Operating Profit before Working Capital Changes</b>	<b>1272.88</b>	<b>1,005.02</b>
Adjustment For :		
Trade receivables & Other Current Assets	(1398.70)	(1007.61)
Inventories	(759.76)	(208.40)
Trade Payables, Other Current Liabilities & Provisions	725.16	767.97
	<u>(1433.31)</u>	<u>448.04</u>
<b>Cash generated from operations</b>	<b>(160.43)</b>	<b>556.98</b>
Taxes Paid	(8.67)	-
	<u>(8.67)</u>	<u>0.00</u>
<b>Net Cash From Operating Activities (A)</b>	<b>(169.10)</b>	<b>556.98</b>
<b>(B) CASHFLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(1753.33)	(768.07)
Sales of fixed assets	48.32	35.63
Interest & Other Income	11.29	6.06
Sales / (Purchase) of Investment	(12.22)	16.39
	<u>(1705.94)</u>	<u>(709.99)</u>
<b>Net Cash used in Investing Activities (B)</b>	<b>(1705.94)</b>	<b>(709.99)</b>
<b>(C) CASHFLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Share Capital	480.00	(0.00)
Proceeds from Long/Short term borrowing	1934.81	672.71
(Net of repayments)		
Interest	(574.94)	(472.61)
Unpaid Interest Written Back		
Proposed Dividend & Dividend Tax	0.00	0.00
	<u>1839.87</u>	<u>200.10</u>
<b>Net Cash Flow From Financing Activities (C)</b>	<b>1839.87</b>	<b>200.10</b>
<b>Increase/(Decrease) in cash equivalents</b>	<b>(35.17)</b>	<b>47.09</b>
Opening Balance of Cash and Cash equivalents	115.03	67.94
Closing Balance of Cash and Cash equivalents	<b>79.86</b>	<b>115.03</b>

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 10.30 L (23.24L), Bank Balance INR 2.24L (16.02 L) and deposit account INR 67.32L (75.76 L). Refer Note 16

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

FRN No. 106563W  
Chartered Accountants

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

Place : Santej  
Date : 29th May 2014

**Anal Desai**  
Company Secretary

**Manoj Somani**  
Managing Director

**M. K. Somani**  
Chairman

Place : Santej  
Date : 29th May 2014

**Note Forming Part of the Balance Sheet**

	As at 31st March,14 Rupees	As at 31st March,13 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 1,15,00,000 Equity Shares of Rs. 10/- each)	15,00,00,000	11,50,00,000
Preference Share Capital 5,00,000 0.01% Cumulative Redeemable Preference Shares of Rs.100/- each (Previous Year 4,50,000 1% Cum. Preference Shares of Rs. 100/- each.)	5,00,00,000 -	- 4,50,00,000
	<u>20,00,00,000</u>	<u>16,00,00,000</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 1% Cumulative Redeemable Preference Shares 4,50,000 (Previous year - 4,50,000) of Rs.100/- each 0.01% Cumulative Redeemable Preference Shares 4,80,000 of Rs 100/- each	4,50,00,000 4,80,00,000 -	4,50,00,000 -
	<u>18,16,63,920</u>	<u>13,36,63,920</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	4,80,00,000 -	-
	<u>13,66,63,920</u>	<u>8,86,63,920</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	11,94,92,960
Less: T/f to Capital Restructured A/C	-	(5,95,59,368)
B) Securities Premium reserve	3,97,29,900	3,97,29,900
Capital Subsidy	-	-
C) Surplus (Profit & Loss Account)	4,80,69,739	1,79,53,321
Balance brought forward	1,79,53,321	(12,50,52,369)
Add : Current Year Profit / (Loss)	3,01,16,418	1,79,53,321
Less : T/f to Capital Restructured A/C	-	12,50,52,369
	<u>14,77,31,311</u>	<u>11,76,14,892</u>
<b>NOTE 3 : LONG TERM BORROWINGS</b>		
<b>(A) Term Loans From Bank</b>		
Secured Loans		
From Bank	15,34,74,949	4,31,93,558
Hire Purchase Loans		
From Banks	28,10,551	14,97,138
From NBFCs	46,323	2,18,943
(Secured against Hypothecation of Vehicles financed by them)		
<b>(B) Term Loans From Others</b>	-	-
<b>(C) Loans &amp; Advances from Related Parties</b>		
From Body Corporates	6,23,02,653	6,07,00,950
From Others	1,53,38,078	2,24,50,000
<b>(D) Other Loans &amp; Advances &amp; Deposites</b>		
From Body Corporates	3,02,91,353	5,97,88,104
	<u>26,42,63,907</u>	<u>18,78,48,693</u>
<b>NOTE 4 : LONG TERM PROVISION</b>		
Gratuity Payable	51,63,594	43,02,693
	<u>51,63,594</u>	<u>43,02,693</u>

**Note Forming Part of the Balance Sheet**

	As at 31st March,14 Rupees	As at 31st March,13 Rupees
<b>NOTE 5 : SHORT TERM BORRWINGS</b>		
<b>(A) Loans Payable on Demand From Bank</b>		
I.) Secured Loans		
Bank Over Drafts	34,94,33,578	24,73,68,099
II.) Unsecured Loans	-	-
<b>(B) Loans payable on Demand From Others</b>		
I.) Secured Loans	-	-
II.) Unsecured Loans	2,55,00,000	1,05,00,000
<b>(C) Loans &amp; Advances From Related Parties</b>		
I.) Inter Unit division	-	-
<b>(D) Others Loans, Advances &amp; Deposites</b>		
	37,49,33,578	25,78,68,099
<b>NOTE 6 : TRADE PAYABLES</b>		
Sundry Creditors For Goods	15,52,97,655	12,09,65,167
	15,52,97,655	12,09,65,167
<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	2,80,19,853	50,00,000
<b>Hire Purchase Loans</b>		
From Banks repayable within 12 months (Secured)	4,59,898	2,82,205
From NBFCs repayable within 12 months(Secured)	18,49,039	17,85,553
Advance received from Customers	32,95,808	13,01,330
Creditors for Capital Goods	25,39,042	45,16,214
Creditors For Expenses	2,91,63,936	1,52,36,523
	6,53,27,576	2,81,21,825
<b>NOTE 8 : SHORT TERM PROVISION</b>		
Statutory Liabilities	26,83,279	23,08,812
Provision for Expenses	23,75,618	26,33,089
	50,58,897	49,41,901
<b>NOTE 9 : FIXED ASSETS</b> (See Page No. 30)		
<b>NOTE 10 : NON CURRENT INVESTMENTS</b>		
Investments	-	-
	-	-
<b>NOTE 11 : LONG TERM LOANS &amp; ADVANCES</b>		
(A) Loans & Advances to Related Parties	-	-
(B) Loans & Advances to Others		
Advances to Staff	1,95,000	4,25,000
Advances to Contractor	13,76,512	2,17,389
(C) Capital Advances	-	-
(D) Security Deposit	85,18,164	86,83,164
	1,00,89,676	93,25,553
<b>NOTE 12 : OTHER NON CURRENT ASSETS</b>		
(Unsecured - Considered Goods)		
(A) Long Term Trade Receivable	-	-
(B) Others	2,50,000	2,50,000
	2,50,000	2,50,000
<b>NOTE 13 : CURRENT INVESTMENTS</b>		
Investments	18,97,305	2,44,040
	18,97,305	2,44,040



## Note Forming Part of the Balance Sheet

## NOTE 9 : FIXED ASSETS

		GROSS BLOCK					DEPRECIATION				NET BLOCK (As on)	
Sr. No.	Dep (%)	Parti- culars	Opening	Addition	Deduc- tion	Closing	Opening	For Year	Sales	Closing	31-03-14	31-03-13
(A) TENGIBLE ASSETS												
1		Land	26,24,938	-	-	26,24,938	-	-	-	-	26,24,938	26,24,938
2	3.34	Building	10,24,51,739	1,06,78,802	-	11,31,30,541	4,21,25,059	35,10,811	-	4,56,35,870	6,74,94,671	6,03,26,680
3	10.34	Plant & Machinery	46,75,75,483	14,49,57,694	1,65,13,983	59,60,19,194	31,29,56,947	3,04,06,505	1,17,98,301	33,15,65,151	26,44,54,043	15,46,18,536
4	4.75	Electric Instalation	2,28,66,155	92,86,378	-	3,21,52,533	1,43,75,106	11,87,192	-	1,55,62,299	1,65,90,234	84,91,049
5	4.75	D.G. Set	2,80,47,591	-	-	2,80,47,591	94,10,869	13,31,556	-	1,07,42,426	1,73,05,165	1,86,36,722
6	4.75	Office Equipment	28,48,604	4,83,872	-	33,32,476	16,12,624	1,43,433	-	17,56,057	15,76,419	12,35,980
7	6.33	Furniture	65,76,645	56,884	-	66,33,529	54,40,528	4,17,403	-	58,57,930	7,75,598	11,36,117
8	9.50	Vehicle	1,69,79,895	52,09,219	11,93,065	2,09,96,049	63,15,572	13,26,027	5,43,662	70,97,936	1,38,98,113	1,06,64,323
9	4.75	Air Conditioner	19,35,981	1,63,000	-	20,98,981	9,80,048	96,484	-	10,76,531	10,22,450	9,55,933
10	16.21	Computer	67,83,275	4,51,374	-	72,34,649	61,43,125	3,12,308	-	64,55,433	7,79,216	6,40,149
(B) INTENGIBLE ASSETS												
11	16.21	Computer Software	2,93,500	-	-	2,93,500	63,434	47,576	-	1,11,010	1,82,490	2,30,066
(C) CAPITAL WORK IN PROGRESS												
12		Building(WIP)	3,92,362	1,42,84,307	1,02,38,213	44,38,456	-	-	-	-	44,38,456	3,92,362
		Total	65,93,76,168	18,55,71,530	2,79,45,261	81,70,02,438	39,94,23,312	3,87,79,294	1,23,41,963	42,58,60,644	39,11,41,793	25,99,52,855
		Total	62,45,97,798	7,68,06,983	4,20,28,614	65,93,76,168	40,52,25,935	3,04,55,311	3,62,57,935	39,94,23,312	25,99,52,855	21,93,71,863

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

	As at 31st March, 14 Rupees	As at 31st March, 13 Rupees
<b>NOTE 14 : INVENTORIES</b> (As taken, valued & certified by the management)		
Raw Materials	8,33,22,560	5,12,96,667
Stock Work in process	13,19,11,657	8,01,17,512
Finished Goods	1,33,70,586	2,21,00,935
Consumable Stores & Maintenance Spares	88,70,895	79,84,550
	<u>23,74,75,698</u>	<u>16,14,99,664</u>
<b>NOTE 15 : TRADE RECEIVABLE</b> (Unsecured, Considered Good)		
Outstanding for more than six months	4,85,77,554	3,34,97,460
Others	37,31,97,630	28,20,74,842
	<u>42,17,75,184</u>	<u>31,55,72,302</u>
<b>NOTE 16 : CASH &amp; CASH EQUIVALENTS</b>		
A) Cash in hand	10,29,647	23,24,063
B) Bank Balances	2,23,885	16,02,610
C) Bank Deposite with Morethan 12 months Maturity	-	-
D) Bank Balances Held as Margin Money & Other Balances	67,32,490	75,76,408
	<u>79,86,022</u>	<u>1,15,03,081</u>
<b>NOTE 17 : SHORT TERM LOANS &amp; ADVANCES</b>		
a) Loans & Advancs to Related Parties		
b) Loans & Advances to Others		
Staff & Other Advances	24,83,202	33,69,346
Advances recoverable in cash or in kind	1,71,28,609	79,61,382
	<u>1,96,11,811</u>	<u>1,13,30,728</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	22,39,812	15,56,373
VAT Receivable	1,77,22,800	81,94,042
Balances of Excise Duty & Service Tax	1,41,64,470	11,38,106
	<u>3,41,27,082</u>	<u>1,08,88,521</u>
<b>NOTE 19 : REVENUE FROM OPERATIONS</b>		
Sales (Net of Sales Return)	2,16,28,98,210	1,79,71,10,089
Less: Excise Duty	(2,16,79,520)	(2,31,10,942)
Export Sales	2,00,02,765	2,36,53,974
Trading Sales	24,36,65,790	25,19,60,715
Sale of Raw Material	44,19,69,763	14,73,86,668
	<u>2,84,68,57,008</u>	<u>2,19,70,00,504</u>
<b>NOTE 20 : OTHER INCOME</b>		
Other Non Operating Income	17,500	1,02,813
Other Operating Income	1,49,898	13,00,937
Profit/(Loss) on Sales of Investments	4,47,685	-
Interest Income	11,11,715	5,03,600
	<u>17,26,798</u>	<u>19,07,350</u>
<b>NOTE 21 : COST OF MATERIALS CONSUMED</b>		
Raw Material Consumption	2,24,10,20,302	1,62,41,42,617
	<u>2,24,10,20,302</u>	<u>1,62,41,42,617</u>

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

	As at 31st March, 14 Rupees	As at 31st March, 13 Rupees
<b>NOTE 22 : PURCHASE OF STOCK IN TRADE</b>		
Cost of Re Sale	24,27,60,113	25,37,96,115
	<u>24,27,60,113</u>	<u>25,37,96,115</u>
<b>NOTE 23 : Changes in inventories of finished goods, work-in-progress</b>		
Closing stock - Finished Goods	1,33,70,586	2,21,00,935
Opening Stock - Finished Goods	(2,21,00,935)	(3,55,44,430)
Closing stock - Work In Progress	13,19,11,657	8,01,17,512
Opening Stock - Work In Progress	(8,01,17,512)	(2,95,38,954)
	<u>4,30,63,796</u>	<u>3,71,35,063</u>
<b>NOTE 24 : EMPLOYEE BENEFITS EXPENSE</b>		
Wages and Salary	3,23,00,114	2,79,29,123
P F Contribution	25,51,136	21,66,683
Bonus	13,29,006	10,77,580
Staff Welfare Expense	1,98,405	1,82,655
Director's Remuneration	44,40,000	33,15,000
	<u>4,08,18,661</u>	<u>3,46,71,041</u>
<b>NOTE 25 : FINANCE COST</b>		
Interest paid		
On Term Loans	87,52,540	1,35,36,784
For Working Capital	3,64,07,820	2,84,98,753
Others Borrowing Cost	1,23,33,324	52,25,652
	<u>5,74,93,684</u>	<u>4,72,61,189</u>
<b>NOTE 26 : OTHER EXPENSES</b>		
<b>MANUFACTURING EXPENSES</b>		
Consumption of Stores and Spares	3,20,62,974	3,19,68,850
Freight and Octroi Expenses	2,77,58,446	2,33,05,692
Labour Charges	4,69,12,842	4,18,07,805
Power, Fuel & Water Charges	6,37,08,112	6,87,92,761
Factory Expenses	22,25,462	19,30,494
<b>ADMINISTRATIVE AND SELLING EXPENSES</b>		
Rent, Rates and Taxes	26,60,408	18,44,433
Postage & Telephone	9,11,386	8,36,859
Travelling & Conveyance	64,05,199	53,20,637
Directors Travelling	11,61,828	7,99,365
Directors Foreign Travelling	17,08,323	5,93,639
Legal & Professional Charges	54,62,967	49,89,597
Insurance Expenses	9,02,108	8,68,040
Sales Expenses	91,44,976	71,75,635
Freight & Octroi on Sales	2,67,58,485	2,23,78,680
Administrative expenses	1,04,82,621	91,50,970
(Profit)/Loss On Foreign Exchange	(4,10,930)	2,10,489
Bad Debts	13,83,561	8,64,205
Membership Fees In Foreign Currency	3,29,658	3,51,220
	<u>23,95,68,426</u>	<u>22,31,89,371</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, 1956, 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, Installation expenses and allocable preoperative expenses. Depreciation has been provided on Straight Line Method, at the rates specified under schedule XIV to the Companies Act, 1956. No depreciation is provided on assets that have already been depreciated to the extent of 95% of their original value.

**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 (net of Excise & VAT) including expenses incurred in bringing the inventories to its present location and condition.

**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.

**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 enterprise.

**I. Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets 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,

**GOPALA POLYPLAST LTD. ("And Reduced")**

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 ("And Reduced")</b>	
Calculation of DTA / DTL	<b>2013-2014</b>
<b>DTA/(DTL)</b>	
Depreciation as per the Company's Act	3,87,79,294
Depreciation as per the I.T. Act	3,77,26,151
Amount Eligible for DTA as on 31.03.14	10,53,143
<b>DTA/ (DTL) Provision required for the year 2013-2014</b>	<b>3,25,421</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.

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	
		2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Woven Sacks	Metric Tons	N.A.	N. A.	13100 5110**	13100	13736	12535*

\* Excluding Production Outside on Job work basis 488 MT (Previous Year 255 MT)

\*\* Capacity Increase during the month of January 2014.

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

Year	2013-14		2012-13	
Particulars	Quantity (Kgs)	Value (Rs.)	Quantity (Kgs)	Value (Rs.)
Raw Materials	—	—	7,81,500	7,80,39,347
Stores & Spares	—	8,98,847	—	8,49,242
Capital Goods	—	—	—	—

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

Year	2013-14		2012-13	
Particulars	Percentage	Value Rs.	Percentage	Value Rs.
1. Raw Materials				
Imported	0.00%	-	4.16%	7,80,39,347
Indigenous	100.00%	2,48,36,34,907	95.84%	1,79,98,99,385
2. Consumable Stores				
Imported	2.80%	8,98,847	2.66%	8,49,242
Indigenous	97.20%	3,11,64,127	97.34%	3,11,28,117

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

<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Spares	<b>8,98,847</b>	8,49,242
Membership fees	<b>3,29,658</b>	3,51,220

**D. Earnings in Foreign Currency:**

Export Sales (Direct Exports only)	<b>2,00,02,765</b>	2,36,53,974
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**E. Payment to Auditors:**

<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Audit Fees (including Tax Audit Fees)	<b>2,20,000</b>	2,20,000

**F. Payment to Directors:**

Directors Remuneration (including P.F.)	<b>48,28,800</b>	36,49,800
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**4. Broad Categories of Major Material & Services. :****A. Raw Material Consumed. :**

- a. Polypropylene / LLDPE / HDPE
- b. White & Colour Master Batch
- c. Ink & Reducer
- d. BOPP Film
- e. Yarn

**B. Finished Goods Manufactured :**

- a. Tape
- b. Fabric
- c. PP & BOPP Woven Sacks
- d. Woven Label

**C. Finished Goods Traded:**

- a. Fabric

**D. Services Provided : NIL****E. Work In Progress :**

- a. Tape
- b. Fabric
- c. Woven Sacks Cut-Pcs.

**5. Shareholders with holding over 5% of shares as on 31st March 2014 :**

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



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

For the year **2012-13**

Particulars	Number of Shares*	Amount in Rs.*
Equity Shares outstanding at the beginning of the year	2,18,31,000	10,91,55,000
Equity Shares reduced during the year	1,30,98,216	6,54,91,080
Equity Shares issued by conversion of Preference Shares during the year	90,00,000	4,50,00,000
Equity Shares outstanding at the end of the year before consolidation but after reduction of capital	1,77,32,784	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

For the year **2013-14**

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	Nil	Nil
Preference Shares issued during the year	4,80,000	4,80,00,000
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 (34.20)	—	Base Rate + 4.75% Less: 1.45%	Stocks of raw materials, work in process, finished goods, stores & spares and receivables.* Personal Guarantee of following Director: Mr. Mahendra Somani, Mr. Manoj Somani & Mr. Manish Somani.
02	Dena Bank Term Loan - I	Rs. 75 Lakh in 2014-15 in equal Installments i.e Rs 6.25 Lac Per Month Rs 3.60 Cr will be repayable as under : 2015-16 : Rs 100 Lac 2016-17 : Rs 125 Lac 2017-18 : Rs 135 Lac	Base Rate + 4.75% Less: 1.45% + TP	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. 2.00 Cr. in 2014-15 starting From October 2014 Rs 33.33 Lacs Per Month The Loan sanction amount is Rs 2872 Lacs However The Company has disburse Rs 1377.81 Lacs during the year. The Loan will repayable as under : 2015-16: 250 Lacs 2016-17 : 300 Lacs 2017-18 : 350 Lacs 2018-19 : 525 Lacs 2019-20 : 600 Lacs 2020-21 : 647 Lacs	Base Rate + 4.75% Less: 1.45% +TP	Hypothecation of Plant & Machinery at Santej Unit
04	Dena Bank Non Fund Based Limit (Bank Guarantee + Forward Cover) (1.30 Cr)	-	3% Commission	100% counter guarantee on Prime and Collateral Security. Hypothecation of Plant & Machinery at Santej Unit
05	HDFC Bank Ltd	11 Installments of Rs. 27,574/- each	10.37%	Secured against Hypothecation of Vehicles.
06	ICICI Bank	32 Installments of Rs. 95,915/- each	9.93%	Secured against Hypothecation of Vehicles.
07	HDFC Bank Ltd	15 Installments of Rs. 15,737/- each	10.81%	Secured against Hypothecation of Vehicles.
08	Kotak Mahindra Prime Limited	26 Installments of Rs. 32,000/- each	10.00%	Secured against Hypothecation of Vehicles.
09	Kotak Mahindra Prime Limited	22 Installments of Rs. 57,670/- each	9.08%	Secured against Hypothecation of Vehicles.

\* 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 - 8594207 of Rs. 15L dated - 01.03.2011.



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

No.	Details of Securities	Subsidiary / Others	No. of Shares / Units	Quoted / Unquoted	Market Value Amount [Rs.]
1	PG Electroplast Ltd.	Others	2750.00	Quoted	3,86,788
2	AIA Engineering Ltd.	Others	398.00	Quoted	2,21,467
3	United Phosphorus Ltd	Others	7000.00	Quoted	12,89,050
	<b>Total</b>				<b>18,97,305</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:

**31.03.2014**

Rs. in lacs

**31.03.2013**

Rs. in lacs

Guarantee given by Company's bankers

**100.00**

55.00

(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

**33.50**

33.50

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 submit 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 quantify at this juncture.

## 11. On the basis of the information available with the company, there is no amount remaining unpaid as on 31st March, 2014 to any supplier who is a small scale or ancillary industrial undertaking beyond the agreed credit period.

## 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 Kehtawat	: Director
Mr. Malay Dalal	: Director
Mr. Balkrishna Mittle	: Director
Mr. Rajkumar Poddar	: Director

## (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
Miss Pallavi Somani	: Daughter of Shri Manoj 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.





## (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 (36.498)	-	-
Loans Taken	47.50 (219.50)	-	410.00 (246.26)
Loans Paid	143.88 ( - )	-	405.00 ( 79.76 )
Interest Paid	28.07 ( - )	-	13.35 (11.32)
Salary paid during the year	-	2.0833 ( -- )	-

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	2013-14			2012-13		
		Woven Sacks	Woven Fabric	Total	Woven Sacks	Woven Fabric	Total
<b>1</b>	<b>Segment Revenue</b>						
	External Sales & Other Operating Income	24638.64	3,831.44	28470.08	18122.51	3,865.54	21988.05
	<b>Total</b>	<b>24638.64</b>	<b>3,831.44</b>	<b>28470.08</b>	<b>18122.51</b>	<b>3,865.54</b>	<b>21988.05</b>
<b>2</b>	<b>Segment Results before Interest &amp; Tax</b>	494.14	387.37	881.51	330.07	339.88	669.95
	<b>Less: Unallocable Expenditure</b>						
	Interest			574.93			472.61
	Extra Ordinary Items			-			-
	<b>Net Profit/(Loss) Before Tax</b>			<b>306.58</b>			<b>197.34</b>
<b>3</b>	<b>Other Information</b>						
	Segment Assets	9630.29	1914.11	11544.40	6348.91	1754.37	8103.27
	Segment Liabilities	9630.29	1914.11	11544.40	6348.91	1754.37	8103.27
	Capital Expenditure	1814.64	41.08	1855.72	742.87	25.20	768.07
	Depreciation			387.79			304.55

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	2013-14	2012-13
Profit / (Loss) for the year After tax, prior period adjustments and exceptional item as per Profit and Loss Account (A)	3,01,16,418	1,79,53,321
Calculation of weighted average number of shares		
Number of equity shares at the beginning of the year	88,66,392	218,31,000
Number of equity shares at the end of the year*	88,66,392	218,31,000
Weighted average number of equity shares outstanding during the year (B)	88,66,392	218,31,000
Basic and diluted earnings per share (INR) - after Exceptional item (A/B)	3.40	0.82

\* Number of Equity shares at the end of the year is 88,66,392 after giving effect of Approved Scheme of Arrangement involving financial restructuring of Company with its shareholders and according to Gujarat high court order as on 07.05.2013. Effect has been given in books of account as on 31.03.2013 however the effect of such scheme is not considered while calculating EPS as on 31/03/13.

Referred to in our report of even date

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

FRN No. 106563W  
Chartered Accountants

**V. K. Moondra**

Proprietor  
M. No. 70431

Place : Santej  
Date : 29th May 2014

**For and on Behalf of the Board**

**Anal Desai**  
Company Secretary

**Manoj Somani**  
Managing Director

**M. K. Somani**  
Chairman

Place : Santej  
Date : 29th May 2014



# GOPALA POLYPLAST LTD. ("And Reduced")

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 30th Annual General Meeting of the above named Company to be held on the 30th day of September, 2014. 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 ("And Reduced")
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 30th Annual general meeting of the company, to be held on the the 30th day of September, 2014. 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	Optional*	
	For	Against
1. Adoption of the Annual Accounts for the year ended 31st March, 2014 (Ordinary Resolution)		
2. Re-appointment of Mr. Jugal Kishore Khetwat, who retires by rotation (Ordinary Resolution)		
3. Re-appointment of M/s.V. K. Moondra. as Auditors & fixing their remuneration. (Ordinary Resolution)		
4. Appointment of Mr. Malay Dalal as an Independent Director. (Ordinary Resolution)		
5. Appointment of Mr. Balkrishna Mittle as an Independent Director. (Ordinary Resolution)		
6. Appointment of Mr. Rajkumar Poddar as an Independent Director. (Ordinary Resolution)		
7. Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)		
8. Creation of charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013. (Special Resolution)		
9. Ratification of the appointment of Cost Auditors for the year 2014-15. (Ordinary Resolution)		

Signed this..... day of..... 2014

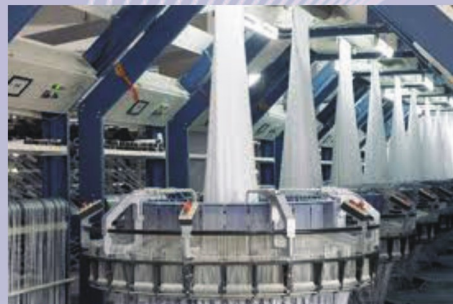
Signature of shareholder	Affix a Re. 1/- Revenue	Signature of Proxy holder(s)
--------------------------	-------------------------------	------------------------------

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 30th Annual General Meeting.
- (\*) It is optional to put "X" 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)

Book-Post  
Printed Matter

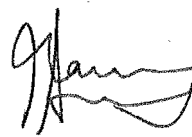
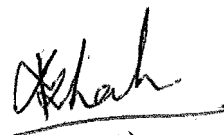





If not delivered return to :

  
**GOPALA POLYPLAST LTD.**  
"And Reduced"

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

**FORM A**  
( Pursuant to Clause 31(a) of Listing Agreement)

No.	Particulars	Details
1.	Name of the Company	<b>GOPALA POLYPLAST LIMITED</b>
2.	Annual standalone financial statements for the year ended	<b>31st March, 2014</b>
3.	Type of Audit observation	<p><b>UNQUALIFIED</b></p> <p><b>Note No. 10 Contingent Liability not provided for in respect of :</b></p> <p>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.</p>
4.	Frequency of Observation	First Year
5.	To be signed by :	<div style="display: flex; flex-direction: column; align-items: flex-start;"> <div style="display: flex; justify-content: space-between; width: 100%;"> <span>* Managing Director</span> <div style="text-align: right;"> Mr . Manoj Somani  </div> </div> <div style="display: flex; justify-content: space-between; width: 100%; margin-top: 20px;"> <span>* CFO</span> <div style="text-align: right;"> Mr. Krunal Shah  </div> </div> <div style="display: flex; justify-content: space-between; width: 100%; margin-top: 20px;"> <span>* Audit Committee Chairman</span> <div style="text-align: right;"> Mr. Malay Dalal  </div> </div> <div style="display: flex; justify-content: space-between; width: 100%; margin-top: 20px;"> <span>* Auditors of the Company</span> <div style="text-align: right;"> <p>Refer our Audit Report dated 30th May 2013 on the financial statements of the Company For V.K.Moondra &amp; Co. Chartered Accountants (Firm Registration No. 106563W)</p>  <p>V.K.Moondra Proprietor (Membership No. 70431 )</p>  </div> </div> </div>