



GOKUL

September 04, 2018

To,
Dept. of Corporate Services
BSE Ltd.
25th Floor, Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001

Ph: 22727233/34
Fax No: 22-22721919

Company Code 532980

Gokul Refoils & Solvent Ltd.

Corporate Office :
"Gokul House", 43-Shreemall Co-op. Housing Society Ltd.
Opp. Shikhar Building, Navrangpura,
Ahmedabad-380 009. Gujarat (India)
Ph. : +91-79-66304555, 66615253/54/55
Fax : +91-79-66304543 Email : grsl@gokulgroup.com
CIN : L15142GJ1992PLC018745

To,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E) Mumbai - 400 051

Ph: (022)-26598100-8114
Fax No: (022)-26598120

Company Code GOKULEQ

Sub: Notice for convening Twenty Fifth Annual General Meeting of the Company.

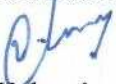
Dear Sir/ Madam,

In continuation to our letter dated August 22, 2018, Notice for convening Twenty Fifth Annual General Meeting of Shareholders of the Company, scheduled to be held on Saturday, the 29th September, 2018 at 11.00 A.M at the Regd. Office of the Company at State Highway No.-41, Nr. Sujanpur Patia, Sidhpur-384 151 is attached for information and records.

Kindly acknowledge the same.

Thanking you,

Yours faithfully,
For, Gokul/Refoils and Solvent Ltd.


Vijay Kalyani
Company Secretary

Encl: Notice for 25th Annual General Meeting

NOTICE is hereby given that the **Twenty Fifth Annual General Meeting** of the members of Gokul Refoils and Solvent Limited will be held on **Saturday, the 29th September, 2018, at 11.00 A.M.** at the Registered Office of the Company at State Highway No 41, Nr. Sujapur Patia, Sidhpur – 384151, North Gujarat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2018, and the reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Balvantsinh Rajput (DIN: 00315565), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:**3. To re-approve the appointment of Mr. Piyushchandra Vyas, as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the consent of the members be and are hereby accorded to re-approve the appointment of Mr. Piyushchandra Vyas who has attained the age of more than 75 years (having DIN: 01260934) as an Independent Director of the Company and which was approved by the members at the 21st Annual General Meeting held on 11th September, 2014, to hold office for a period of five consecutive year for a term upto the conclusion of the 26th AGM in the calendar year 2019 and that his office as an Independent Director shall not be subject to retirement by rotation.”

4. Alteration of the Object Clause of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under approval of the members of the Company be and is hereby accorded to append the following sub clause (2), (3) and (4) after sub clause (1) of clause III (A) (The Main Object) of the Memorandum of Association of Company as follows:

- (2) To carry on the business as manufacturers, processors, importers, exporters, dealers, sellers, buyers, consignors, consignees, agents stockists, suppliers of all classes, kinds, types and nature of spices, rice, wheat, pulses, sugar, flours, salt, food grains, vegetables, fruits, snack foods, cookies, waffers, frozen vegetables and foods, dehydrate vegetables and fruits, dry fruits, pet foods, agricultural commodities or any other food items etc. and to extract, refine all its by-products, derivatives of all kinds or descriptions.
- (3) To carry on the business as manufacturers, processors, importers, exporters, dealers, sellers, buyers, consignors, consignees, agents stockists, suppliers, job works of all classes, kinds, types of iron, metals, steel (including alloy steel) and rollers and re-rollers of steel shifting, bars, rods, etc., in different shapes and sizes, varieties, models, billets, ingots including wire, nails, screws, metal hinges, plates, sheets, strips, hoops, rounds, circles, angles moulds, jigs, nuts, bolts, fixtures and tools, metallic or otherwise in different shapes and sizes including its scraps, by products and any other products from steel, brass, copper, lead, zinc, nickel and any other ferrous and non-ferrous metals of all sizes, specification and description including ingot castings.
- (4) To carry on the business of construction and to act as builders, developers, contractors and to develop, maintain and operate any infrastructure facilities like road including toll road, bridge, rail-siding or rail system, highway projects including or other activities being an integral part of the Highway projects, Power plants, port, airport, inland waterway, inland port, commercial center and any other structural or architectural work or any kind whatsoever and to act as promoters, organizers, developers and agents of lands, estate, industrial estate, buildings, housing scheme, shopping/office complexes, township, warehouses, farm houses, resorts and buildings for hotel, motel, school, colleges, factories and to deal with purchase, sell, such properties as owner, developers, contractors, agents, sub-agents, etc.

Ahmedabad
August 27, 2018

By Order of the Board
Vijay Kalyani
Company Secretary
FCS No. 7193

Registered office
State Highway No. 41,
Nr. Sujapur Patia,
Sidhpur -384 151

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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.
2. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organization.
3. The explanatory statements pursuant to Section 102 of Companies Act, 2013 relating to special business are annexed.
4. The information required under Regulation 36 of SEBI (LODR) Regulations, 2015 on Directors’ reappointment/ appointment are given below and form part of the Notice.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
6. Company has uploaded the data regarding unpaid and unclaimed dividends amount lying with the Company on the website of Company as well as on the website of the Ministry of Corporate Affairs. Investors are therefore requested to verify the data and lodge their claims of unpaid dividend, if any.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
8. Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2018 to 29th September, 2018 (both days inclusive).
9. Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be supplied on request.
10. Pursuant to the provisions of Section 108 of the Act and other applicable provisions, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from place other than the venue of the Meeting (‘remote e-voting’). In addition, the facility of voting through Ballot Paper shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.

Instructions for Members for remote e-voting are as under:

- i. Log on to the e-voting website www.evotingindia.com during the voting period.
- ii. Click on “Shareholders” tab.
- iii. Now, select the “Gokul Refoils and Solvent Limited” from the drop down menu and click on “SUBMIT”.
- iv. Now Enter your User ID.
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
- vii Now, fill up the following details in the appropriate boxes:

| | |
|---------------------------------------|--|
| PAN | Enter your PAN issued by Income Tax Department <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. |
| DOB OR Dividend Bank Details | Enter your Date of Birth in dd/mm/yyyy format. OR Enter the Bank Account Number as recorded in your demat account or in the Company’s records for the said demat account or Folio No. Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held on cutoff date i.e. 22 nd September, 2018 in the Bank Account Number field. |

- viii. After entering these details appropriately, click on “SUBMIT” tab.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Members holding shares in physical form will then reach directly the EVSN selection screen.
- x. Members holding shares in demat form will now reach Password Creation menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. Click on the EVSN for Gokul Refoils and Solvent Limited.
- xii. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting .The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Notes for Institutional Shareholders :
 - 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 Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and 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 same.
- xx. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- I. The remote e-voting period commences on **26th September, 2018 @ 9.00 a.m. and ends on 28th September, 2018 @ 5.00 p.m.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 22nd September, 2018, may cast their vote through remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on **22nd September, 2018.**
- III. Mr. Yash H. Mehta, Practising Company Secretary (Membership No.: 45267; CP No: 16535), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days from the conclusion of the meeting consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gokulgroup.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the 25th AGM of the Company held on 29th September, 2018 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Director eligible for appointment and re-appointment is as follows:

| | |
|--|--|
| Name of Director | Mr. Balvantsinh Rajput |
| Date of Birth | 01 st June, 1962 |
| Date of Appointment | 29/12/1992 |
| Qualification | B.A. |
| Experience in specific Functional Areas | Overall management, forming business strategy and implementing strategic initiatives |
| Names of listed entities in which the person also holds the directorship | NIL |
| Membership/Chairmanship of Committees of listed entities | NIL |
| Number of Shares held in the Company | 27574515 |
| Relationship with any Director(s) of the Company | Father of Mr. Dharmendrasinh Rajput |

ANNEXURE TO NOTICE EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No.3

Mr. Piyushchandra Vyas was appointed as an Independent Directors of the Company pursuant to Section 149(4) of the Companies Act, 2013 to hold office for a period of five consecutive year for a term upto the conclusion of the 26th AGM in the calendar year 2019.

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (which shall become effective from April 1, 2019), appointment of a person who has attained the age of 75 years as non-executive director on the Board of the Company, shall require members' approval by way of Special Resolution.

Mr. Piyushchandra Vyas has already attained the age of 75 years and in view of that the approval of the members has sought by way of passing the special resolution to re-approve the appointment of Mr. Piyushchandra Vyas to hold office for a period of five consecutive year for a term upto the conclusion of the 26th AGM in the calendar year 2019.

Board of Directors at its meeting held on 27th August, 2018 has considered and approved aforesaid matter subject to the approval of the members.

Members are requested to accord their consent by approving the Special Resolution mentioned at Item no. 3 of this Notice.

None of Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution.

Item No.4

Your company is proposed to diversified the business in the field of Spices along with Food Products, Vegetable, Fruits and Dry Fruits etc., Real Estate/ Infrastructure and Steel/Metal.

The Main Objects Clause of the Memorandum of Association of the Company is accordingly proposed to be altered by passing a Special Resolution, pursuant to Sections 13 of the Companies Act, 2013 as set this Notice.

A copy of the altered Memorandum of Association of the Company will be available for inspection by the Members at the Registered Office of the Company on any working day during business hours.

The Board re-commends the Special Resolution set out at Item No.4 of the Notice for approval by the shareholders.

None of Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution.

Ahmedabad
August 27, 2018

By Order of the Board
Vijay Kalyani
Company Secretary
FCS No. 7193

Registered office
State Highway No. 41,
Nr. Sujanpur Patia,
Sidhpur -384 151

Gokul Refoils & Solvent Limited

(CIN : L15142GJ1992PLC018745)

Registered Office: State Highway No. 41, Near Sujanpur patia, Sidhpur- 384151, Gujarat.

Telephone: 079-61905500/46 E-mail: vijay.kalyani@gokulgroup.com Website: www.gokulgroup.com

ATTENDANCE SLIP

I hereby record my presence at the 25th Annual General Meeting of the Company held on Saturday, September 29, 2018 at State Highway No. 41, Near Sujanpur patia, Sidhpur- 384151, Gujarat at 11.00 A.M.

| Folio No. | DP ID | Client ID No. | Number of Shares |
|-----------|-------|---------------|------------------|
| | | | |

| |
|--|
| Name and address of Shareholder / Proxy holder |
| _____ |
| _____ |
| _____ |

Shareholder / Proxy's Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

Proxy Form

Form No. MGT-11

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

CIN : L15142GJ1992PLC018745
Name of the Company : Gokul Refoils and Solvent Limited
Registered Office : State Highway No. 41, Near Sujanpur patia, Sidhpur-384151, Gujarat.

| | | | |
|-------------------------|--|--------|--|
| 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 Gokul Refoils and Solvent Ltd., hereby appoint;

- (1) _____ of _____ having e-mail id _____ or failing him / her;
 (2) _____ of _____ having e-mail id _____ or failing him / her;
 (3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **25th Annual General Meeting of the Company**, to be held on the Saturday, September 29, 2018 at 11.00 A.M. at State Highway No. 41, Near Sujanpur patia, Sidhpur- 384151, Gujarat and at any adjournment thereof in respect of such resolution as are indicated below:

| Resolution No. | Resolution |
|----------------|---|
| | Ordinary Business; |
| 1. | Ordinary Resolution for adoption of Standalone and Consolidated Audited Financial Statements for the year ended 31 st March, 2018 |
| 2 | Ordinary Resolution for appoint a Director in place of Mr. Balvantsinh Rajput (DIN: 00315565), who retires by rotation and being eligible, offers himself for re-appointment. |
| | Special Business: |
| 3 | Re-approve the appointment of Mr. Piyushchandra Vyas, as an Independent Director of the Company |
| 4 | Alteration of the Object Clause of Memorandum of Association of the Company |

Signed this day of 2018

Signature of shareholder _____

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.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the share capital of the company carrying rights. a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person a proxy and such person shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

| |
|--|
| Please affix Re 1/- Revenue Stamp |
|--|