

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD
ORIGINAL JURISDICTION
COMPANY APPLICATION NO. 289 OF 2014

In the matter of Sections 391 to 394 read with Sec. 78, 100 to 103 of the Companies Act, 1956;

AND

In the matter of

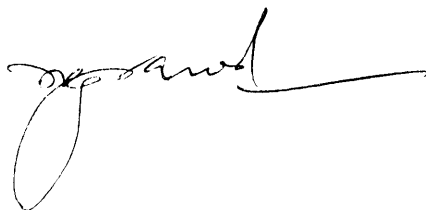
Gokul Refoils and Solvent Limited.

A Company incorporated under the Companies Act, 1956 and having its registered office at State Highway No. 41, Nr. Sujanpur Patia, Sidhpur - 384151 in the State of Gujarat.

AND

In the matter of Composite Scheme of Arrangement in the nature of de-merger and transfer of Gandhidham Undertakings of Gokul Refoils and Solvent Limited to Gokul Agro Resources Limited and transfer of Sidhpur Undertakings to Gokul Agri International Limited and consequential restructure of the share capital of Gokul Refoils and Solvent Limited

Gokul Refoils and Solvent)
Limited, A Company)
incorporated under the)
Companies Act, 1956 and)
having its registered office at)
State Highway No. 41, Nr.)
Sujanpur Patia, Sidhpur -)
384151 in the State of Gujarat) Applicant De-merged Company

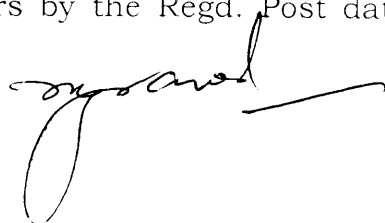


REPORT BY CHAIRMAN

I, Mahesh Agrawal, the person appointed by this Hon'ble Court vide order dated 21st November 2014, to act as a Chairman of the separate meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the above named Company, summoned by notice dispatched to all of them individually on 27th November 2014, and by advertisement dated 30th November 2014 published in newspapers- Indian Express, English daily and DivyaBhaskar, Gujarati daily both Ahmedabad Editions. Pursuant to the directions issued by Hon'ble court, the meeting of the Secured Creditors was convened and held on Monday, 22nd December 2014 at Hotel Sheraton, Opp. Gujarat College, Ellisbridge, Ahmedabad 380 006 in the state of Gujarat. The separate meetings of Equity Shareholders and Unsecured Creditors were convened and held on Tuesday, 23rd December, 2014 at the registered office of the company at State Highway No. 41, Nr. Sajanpur Patia, Sidhpur - 384151 in the state of Gujarat. I hereby report to this Hon'ble Court the result of the said meetings as follows:

Meeting of Secured Creditors:

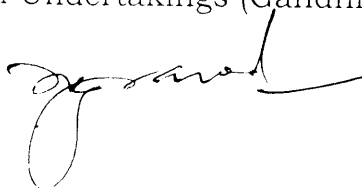
1. The said meeting was attended by 7 (Seven) Secured Creditors through the authorized representative representing value aggregating to Rs. 1844.02 cr/- (Rupees one thousand eight hundred forty four thousand crores and two lacs) being the aggregate value of the debt as on the date of the meeting. However, the representative/s of one bank viz. State Bank of India presented the letter/s dated 22.12.2014 vide which it was informed that the scheme is yet under the consideration by the higher authorities and hence they are not authorized to vote at the said meeting for approval of the scheme. It was pointed out that the Bank has suggested that the meeting be adjourned for at least 5 weeks, to another date convenient to all the Secured creditors of the Company by which time the final decision in this regard shall be taken and appropriately communicated. Considering the request from the secured creditors present at the meeting, being enabled by the order dated 21st November 2014, passed by the Hon'ble High Court of Gujarat, the meeting of the Secured Creditors was adjourned to 29th January, 2015. The notice for the said adjourned meeting was duly served upon all the Secured Creditors by the Regd. Post dated 24th



December 2014. The proof for the said dispatch is attached hereto as **Annexure 1.**

B: Meeting of Equity Shareholders

2. The said meeting of Equity Shareholders was attended by 41 [forty one] Equity Shareholders of the said Company either personally or through their authorized representatives or through proxies which represented aggregate value of Rs. 19,64,74,698/- [Nineteen crores sixty four lacs seventy four thousand six hundred and ninety eight] in value being the face value of 9,82,37,349 [Nine crore eighty two lac thirty seven thousand three hundred and forty nine] Equity Shares having face value of Rs. 2/- each.
3. The proposed Scheme of Arrangement was taken as read with the permission of the Equity Shareholders present at the meeting. The salient features were explained by me to the shareholders present at the meeting. Detailed deliberations were made over the proposed Scheme of Arrangement and all questions raised were replied to the satisfaction of everyone. After complete explanations of the Scheme and due deliberations, I called for voting by poll. The question submitted to the said meeting was whether the Equity Shareholders of the said Company approved the proposed Scheme of Arrangement and agreed thereto.
4. The result of the voting upon the said question was as follows:
 - 4.(i) Out of the 41 Equity Shareholders present and voting at the meeting, Vote cast by 1 shareholder having the total value of shares of Rs. 42 was required to be treated as invalid, as pointed out in the scrutinizer's report.
 - 4.(ii) The votes cast by all the balance 40 (forty) Equity Shareholders present at the meeting and casting valid votes, aggregating to the total value at Rs. 196,474,656/- were found to be in favour of the said Scheme. Thus, the said meeting was unanimously of the opinion that the Composite Scheme of Arrangement in nature of de-merger and transfer of Gandhidham Undertakings (Gandhidham Undertaking and



Gandhidham Windmill Undertaking) of Gokul Refoils and Solvent Limited to Gokul Agro Resources Limited, transfer of Sidhpur Undertakings (Sidhpur Undertaking and Sidhpur Windmill Undertaking) of Gokul Refoils and Solvent Limited to Gokul Agri International Limited and consequential restructure of the share capital in form of Utilization of Security Premium Account of Gokul Refoils and Solvent Limited, should be approved and agreed to.

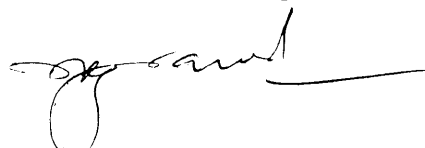
4. (iii) The under-mentioned Equity Shareholders voted in favour of the proposed compromise or arrangement being adopted and carried into effect:-

Name	Address	Value (in Rs.)	No. of Votes
As per Annexure 2			

None of the Equity Shareholders voted against the proposed arrangement. Thus, the resolution approving the proposed Scheme of Arrangement was carried unanimously, i.e. 100% in number and 100% in value by the Equity Shareholders present and casting the valid votes at the said meeting.

C: Meeting of Unsecured Creditors

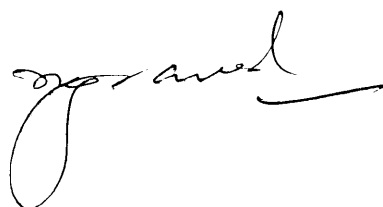
5. The said meeting was attended by 80 (Eighty) Unsecured Creditors, present either in person or through proxy or through their authorized representatives representing value aggregating to Rs. 717,777,749.23/- (Rupees Seventy one crores seventy seven lacs seventy seven thousand seven hundred forty nine and twenty three paise only) being the aggregate value of their debt as on the date of the meeting.
6. The proposed Composite Scheme of Arrangement was taken as read with the permission of the Unsecured Creditors present at the meeting. The salient features were explained by me to the meeting. Detailed deliberations were made over the proposed scheme and then the question submitted to the said meeting was whether the Unsecured Creditors of the said Company approved the said Scheme of Arrangement submitted to the meeting and agreed thereto.
7. The result of the voting upon the said question was as follows:



7. (i) Out of the 80 (eighty) ballot papers distributed, Unsecured Creditors present at the meeting and casting votes, 6 (Six) ballots were not received back as the creditors present abstained from voting.
- 7.(ii) Out of the balance 74 (seventy four) votes cast, 6 (six) ballots were required to be treated as invalid. Out of invalid 6 (six) ballots, 1 (One) ballot was considered invalid as authority letter of authorized representative was not made available; 1(One) ballot was considered invalid as voting was wrongly done in both for and against the resolution; and 4 (Four) ballots were considered invalid as both the proxy and creditors himself were present at the meeting and hence, votes of proxy were treated as invalid votes.
- 7.(iii) All the remaining 68 (sixty eight) Unsecured Creditors present at the meeting and casting valid votes, aggregating to the total value of their debt at Rs. 684,353,072.56/- voted in favour of the said Scheme. Thus, the said meeting was unanimously of the opinion that the Composite Scheme of Arrangement as proposed by the company should be approved and agreed to.
7. (iv) The under-mentioned Unsecured Creditors voted in favour of the proposed compromise or arrangement being adopted and carried into effect:-

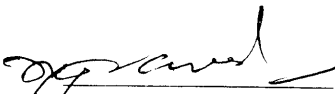
Name	Address	Value (in Rs.)	No. of Votes
As per Annexure 3			

None of the Unsecured Creditors voted against the proposed arrangement. Thus, the resolution approving the proposed Scheme of Arrangement was carried unanimously, i.e. 100% in number and 100% in value by the Unsecured Creditors present and casting the valid votes at the said meeting.



The documents pertaining to the said meetings viz. the Attendance Registers, the forms of proxies and the ballot papers (all in original), alongwith the scrutinizers' reports for the aforesaid meeting are annexed herewith as **Annexures 4, 5 and 6** respectively.

Dated this 5th day of January 2015.


Chairman of the meetings