

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of Gokul Refoils and Solvent Limited will be held on Friday, the 28th February, 2020, at 11.00 A.M. at the Luxura Hotel, 1, GIDC Estate, Ahmedabad Abu Highway Road, Sidhpur, Gujarat-384151, to transact the following business:

SPECIAL BUSINESS:

1. 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 (6) after sub clause (5) of clause III (A) (The Main Object) of the Memorandum of Association of Company as follows:

(6) To act as financial consultants, management consultants, and to provide advice, services, consultancy in various fields, referral services, to act as intermediaries, and generally to advise and assist in all financial, fiscal, investment and revenue matters and to carry out all functions and responsibilities and such other activities which are incidental or ancillary to carry out the aforesaid business.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

2. Appointment of Mr. Shaunak Mandalia (DIN- 06649347), as a Director (Non Executive) of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**;

“**RESOLVED THAT** Mr. Shaunak Mandalia (DIN-06649347), who was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 and pursuant to Articles of Association of the Company, with effect from 20th January, 2020 and holds office up to the date of the Next Annual General Meeting, and in respect of whom a notice under section 160 of the Companies Act, 2013, has been received from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non Executive) of the company, liable to retire by rotation.”

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution.”

Ahmedabad

20th January, 2020

By Order of the Board

Sd/-

Abhinav Mathur

Company Secretary

ACS No. 22613

NOTES:

1. A member entitled to attend and vote at the Extra ordinary 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.
6. 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.
7. 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.

8. 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 Extra Ordinary General Meeting and the Members attending the Extra Ordinary General Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Extra Ordinary General Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on February 24, 2020 @ 09.00 a.m and ends on February 27, 2020@ 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st February, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (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 voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) - 200129004 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 Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and 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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Members can call on toll free no.: 18002005533 or contact Mr. Rakesh Dalvi, Manager, Marathon Futorex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013, Email – helpdesk.evoting@cdslindia.com for grievances connected with e-Voting.

Other Instructions:

- I. The remote e-voting period commences on February 24, 2020, @ 9.00 a.m. and ends on February 27, 2020@ 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on February 21, 2020, 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 February 21, 2020.
- III. Mr. Yash H Mehta, Practicing 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 extra ordinary 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 extra ordinary general meeting of the Company held on February 28, 2020, 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 Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for appointment and re-appointment is as follows:

Name of Directors	Mr. Shaunak Mandalia
Date of Birth	19 th April, 1974
Date of Appointment	20 th January, 2020
Qualification	Chartered Accountant
Experience in specific Functional Areas	overall experience of around 18 years of accounts and finance
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 as on 20th January, 2020	Nil
Relationship with any Director(s) of the Company	Nil

**Annexure to Notice
EXPLANATORY STATEMENT**

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

Item No. 1.

Your company proposes to act as financial consultants, management consultants, and to provide advice, services, consultancy in various fields, referral services, to act as intermediaries, and generally to advise and assist in all financial, fiscal, investment and revenue matters and to carry out all functions and responsibilities and such other activities which are incidental or ancillary to carry out the aforesaid business.

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.

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

The Board re-commends the Special Resolution set out at Item No.1 of the Notice for approval by the shareholders.

Item No. 2

Mr. Shaunak Mandalia (DIN- 06649347) was appointed as additional director as per Section 161 of the Companies Act, 2013 of the company with effect from 20th January, 2020 who holds office up to the date of Next Annual General Meeting of the company. Notice has been received from a member proposing Mr. Shaunak Mandalia as candidate for the office of Director of the company as required under Section 160 of the Companies Act, 2013. Mr. Shaunak Mandalia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

Mr. Shaunak Mandalia is qualified Chartered Accountant with overall experience of around 18 years of accounts and finance including 11 years of experience with Gokul Group of Companies. Prior to Gokul Group, he has worked in P.K Ajmera & Co Ahmedabad and Bakul Ishwarlal Shah, both reputed Chartered Accountants firms. Presently he is the Chief Financial Officer of the Company.

Brief resume of Mr. Shaunak Mandalia, nature of his expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, is interested financially or otherwise, in the aforesaid resolution.

The Board recommends the Ordinary Resolution set out at Item no. 2 of the Notice for the approval of the shareholders.

Ahmedabad

20th January, 2020

By Order of the Board

Sd/-

Abhinav Mathur

Company Secretary

ACS No. 22613

Gokul Refoils & Solvent Limited

(CIN : L15142GJ1992PLC018745)

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

Telephone: +91 2767 222075 E-mail: abinav.mathur@gokulgroup.com Website: www.gokulgroup.com

ATTENDANCE SLIP

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday, February 28, 2020 at the Luxura Hotel, 1, GIDC Estate, Ahmedabad Abu Highway Road, Sidhpur, Gujarat-384151.

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 Sujapur 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 Extra Ordinary General Meeting of the Company, to be held on the Friday, February 28, 2020 at 11.00 A.M. at the Luxura Hotel, 1, GIDC Estate, Ahmedabad Abu Highway Road, Sidhpur, Gujarat-384151 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution
Special Business;	
1	Alteration of the Object Clause of Memorandum of Association of the Company
2	Appointment of Mr. Shaunak Mandalia (DIN- 06649347), as a Director (Non Executive) of the Company

Signed this day of 2020

Signature of shareholder _____

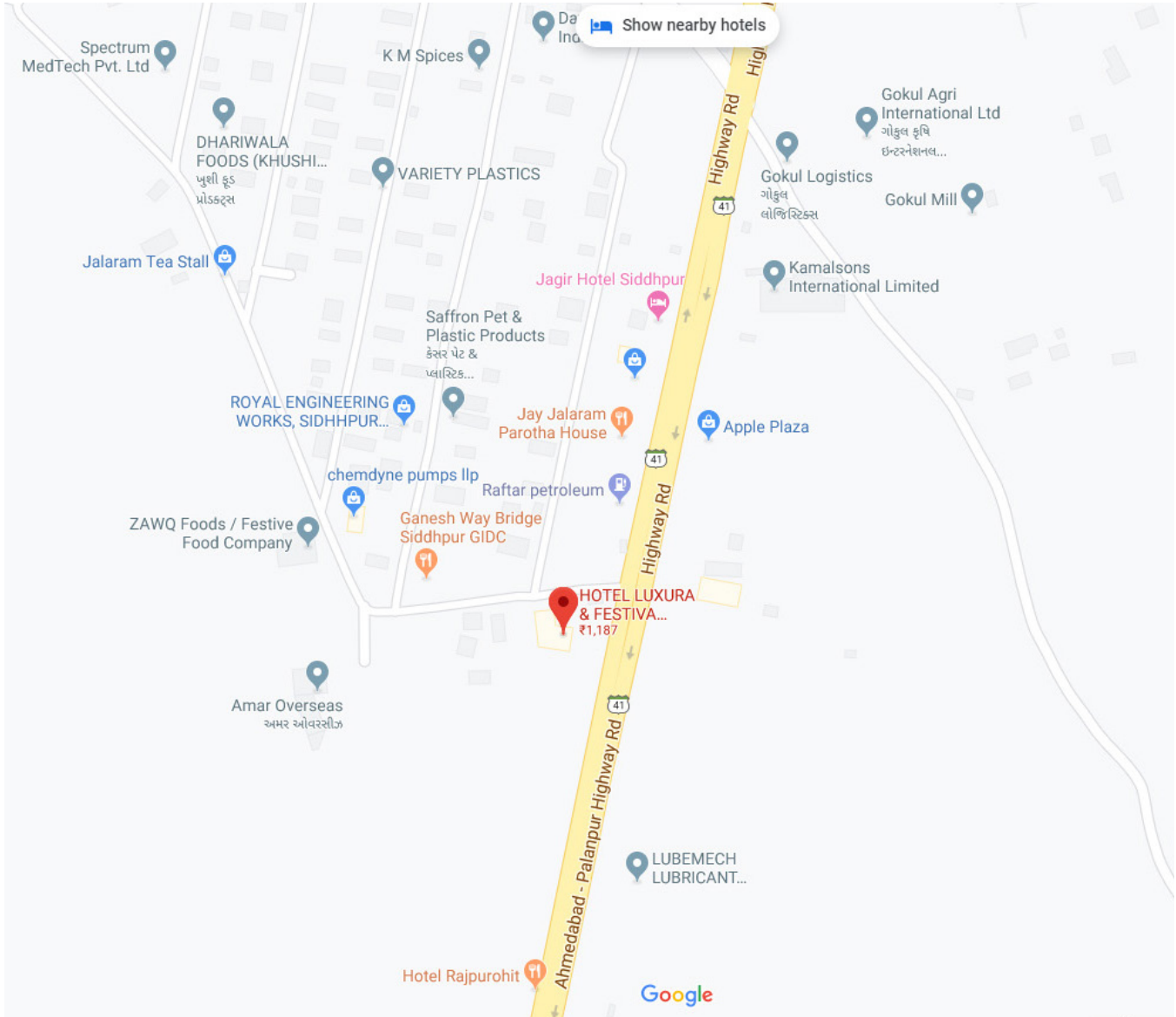
Signature of Proxy holder(s) _____

Please
affix Re 1/-
Revenue
Stamp

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.

Route Map to reach venue of the EOGM





GOKUL