

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the members of Gokul Refoils and Solvent Limited will be held on **Friday, the 27th September, 2019, at 11.00 A.M.** at the Registered Office of the Company at State Highway No 41, Nr. Sujanpur 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, 2019, 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, 2019, and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Bipinkumar Thakkar (DIN: 06782371), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Piyushchandra Vyas (DIN: 01260934) as an Independent Director:-

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 SEBI (LODR) Regulations, 2015 as amended, and pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Piyushchandra Vyas (DIN: 01260934), who holds office of Independent Director up to the 10th September, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Piyushchandra Vyas (DIN: 01260934) candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 11th September, 2019 up to 10th September, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Re-appointment of Mr. Karansinh Mahida (DIN: 02237323) as an Independent Director:-

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 SEBI (LODR) Regulations, 2015 as amended, and pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Karansinh Mahida (DIN: 02237323), who holds office of Independent Director up to the 10th September, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Karansinh Mahida (DIN: 02237323) candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 11th September, 2019 upto 10th September, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Re-appointment of Prof.(Dr) Dipooaba Devada (DIN: 01849583) as an Independent Director:-

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 SEBI (LODR) Regulations, 2015 as amended, and pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Prof.(Dr) Dipooaba Devada(DIN: 01849583), who holds office of Independent Director up to the 10th September, 2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Prof.(Dr) Dipooaba Devada (DIN: 01849583) candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 11th September, 2019 up to 10th September, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. 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 (5) after sub clause (4) of clause III (A) (The Main Object) of the Memorandum of Association of Company as follows:

- (5) To carry on the business / profession of consultants / suppliers/ providers of all types of man power such as contractual, skilled, semi skilled, unskilled, trained workers/labour / staff / managerial personnel/ technical personnel

By Order of the Board

Abhinav Mathur

Company Secretary

ACS No. 22613

Ahmedabad

07th August, 2019

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. 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 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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 23, 2019 @ 09.00 a.m and ends on September 26, 2019@ 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 20th September, 2019 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

NOTICE

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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) <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.
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. <ul style="list-style-type: none"> 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) 190817003 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 Futurex, 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 September 23-, 2019, @ 9.00 a.m. and ends on September 26, 2019 @ 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 20, 2019, 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 September 20, 2019.
- 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 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 26th AGM of the Company held on September 27, 2019, 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 Director eligible for appointment and re-appointment is as follows:

Name of Director	Mr. Bipinkumar Thakkar	Mr. Piyushchandra Vyas
Date of Birth	20 th April, 1969	22 nd June, 1942
Date of Appointment	16 th January, 2014	6 th September, 2007
Qualification	M.Sc (Agriculture), MBA Finance, L.L.B, DIM, PGDIM, DCP	B.COM(Hons), LL.B
Expertise in specific Functional Areas	Legal and Statutory compliances under applicable laws.	Banking and Finance
Names of listed entities in which the person also holds the directorship	NIL	NIL
Membership/Chairmanship of Committees of listed entities	NIL	NIL
Number of Shares held in the Company	NIL	NIL
Relationship with any Director(s) of the Company	Nil	Nil

Name of Director	Mr. Karansinh Mahida	Prof.(Dr.) Dipooaba Devada
Date of Birth	31 st August, 1948	14 th October, 1960
Date of Appointment	13 th September, 2008	6 th September, 2007
Qualification	B.A LL.B (SPECIAL)	M.Sc.(Statistics) M.Ed. & Ph.D
Expertise in specific Functional Areas	Secretariat and other related functional expertise in government and government companies.	Education Sector
Names of listed entities in which the person also holds the directorship	NIL	NIL
Membership/Chairmanship of Committees of listed entities	NIL	NIL
Number of Shares held in the Company	NIL	NIL
Relationship with any Director(s) of the Company	Nil	Nil

Annexure to Notice
EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No.3 to 5

Mr. Piyushchandra Vyas, Mr. Karansinh Mahida, Prof.(Dr)Dipooba Devada, were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 11th September, 2014 to hold office up to conclusion of the 26th AGM in the calendar year 2019 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.) Accordingly they hold office up to 10th September, 2019. The Nomination & Remuneration Committee at its Meeting held on 27th May, 2019 after taking into account the performance evaluation of these Independent Directors during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 11th September, 2019 upto 10th September, 2024 and not liable to retire by rotation.

The Company has received a notices in writing pursuant to Section 160 of the Companies Act, 2013 from a Members proposing the candidatures of Mr. Piyushchandra Vyas, Mr. Karansinh Mahida, and Prof.(Dr)Dipooba Devada, for their appointment to the office of Independent Directors.

In accordance with the SEBI LODR Regulations 2015 as amended, the above approval of the Member of the company is also sought by way of passing special resolution for the re - appointment of Mr.Piyushcnadra Vyas who has attained the age of 75 years.

Brief profile of the above Independent Directors are as under:

Mr. Piyushchandra Vyas:-

- Age 76 yrs
- He is Graduate in Commerce with Honours and L.L.B. He has worked with SBI for 6 years as a Grade I Officer, with Gujarat Industrial Investment Corporations Ltd as Financial Controller for 17 years, Executive Director (Finance) with Gujarat State Police Housing & Corporation Limited for 5 years. He has also been associated with the Gujarat Chamber of Commerce as Dy. Secretary General and Indo American Chamber of Commerce as Secretary.

Mr. Karansinh Mahida

- Age 70 yrs
- He is Graduate in B.A. and LLB (special). He has rich experience of more than 32 years in Government & Government Companies in various capacities. He has retired as an additional secretary to the Government of Gujarat.

Prof. (Dr.) Dipooba Devada

- Age 58 yrs
- She is Post graduate in Science& Education and a Ph.D. She was Pro-Vice-Chancellor in Hem chandracharya North Gujarat University. She was also holding the position of Vice-Chancellor in the said university. Presently, She is Professor in Gujarat Vidhyapith. She is life member of All India Association of Educational Research, Gujarat Ganit Mandal & Gujarat Statistical Association.

The other details including the shareholding of these Directors, whose appointment is proposed at item nos. 3 to 5 of the accompanying Notice, have been given in the attached annexure.

The Board recommend the Resolutions for re-appointment of the Independent Directors at item no. 3 to 5 as Special Resolutions of this notice for your approval.

Mr. Piyushchandra Vyas, Mr. Karansinh Mahida, Prof.(Dr)Dipooba Devada, respectively, are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in financial or otherwise the Resolutions at item nos. 3 to 5.

Item No. 6

Your company proposes to carry out the business / profession of consultants / suppliers/ providers of all types of man power such as contractual, skilled, semi skilled ,unskilled, trained workers/labour / staff / managerial personnel/ technical personnel.

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-recommends the Special Resolution set out at Item No.6 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
07th August, 2019

By Order of the Board
Abhinav Mathur
Company Secretary
ACS No. 22613

Registered office
State Highway No. 41,
Nr. Sujapur 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: abhinav.mathur@gokulgroup.com Website: www.gokulgroup.com

ATTENDANCE SLIP

I hereby record my presence at the 26th Annual General Meeting of the Company held on Friday, September 27, 2019 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 **26th Annual General Meeting of the Company**, to be held on the Friday, September 27, 2019 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, 2019
2	Ordinary Resolution for appoint a Director in place of Mr. Bipinkumar Thakkar (DIN: 06782371), who retires by rotation and being eligible, offers himself for re-appointment.
	Special Business:
3	Re-appointment of Mr. Piyushchandra Vyas (DIN: 01260934) as an Independent Director
4	Re-appointment of Mr. Karansinh Mahida (DIN: 02237323) as an Independent Director
5	Re-appointment of Prof.(Dr) Dipoooba Devada (DIN: 01849583) as an Independent Director
6	Alteration of the Object Clause of Memorandum of Association of the Company

Signed this day of 2019

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
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