GOKUL

Gokul Refoils & Solvent Ltd.
Corporate Office :
"Gokul House", 43-Shreemali 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

Date:August 30, 2016

To,
Dept. of Corporate Services,
Bombay Stock Exchange Ltd.
25th Floor, Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001
Company Code 532980

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

Sub: Notice of 23rd Annual General Meeting.

Dear Sir/ Madam,

In Compliance to the provisions of SEBI (LODR) Regulations, 2015 please find the following;

1. Notice of 23rd Annual General Meeting.

Kindly acknowledge the same.
Thanking you,

Yours faithfully,
For, Gokul Refoils & Solvent Ltd.

Vijay Kalyani
Company Secretary

NOTICE is hereby given that the **Twenty Third Annual General Meeting** of the members of Gokul Refoils and Solvent Limited will be held on **Saturday, the 24th September, 2016, 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, 2016, 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, 2016, 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.

3. To appoint the Auditors of the Company 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 the provisions of Section 139 of the Companies Act, 2013 and the rules made there under, and such other applicable provisions, M/s. M. R. Pandhi and Associates, Chartered Accountants (ICAI Registration No.: 112360W), Ahmadabad be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, to audit the accounts of the Company for the financial year 2016-17, at such remuneration as may be agreed upon between the Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS:

4. Appointment of Mr. Dharmendrasinh Rajput (DIN-03050088), as a Director 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. Dharmendrasinh Rajput (DIN-03050088), who was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company with effect from June 10, 2016 and holds office up to the date of the ensuing 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 of the company, liable to retire by rotation."

5. Appointment of Mr. Dharmendrasinh Rajput (DIN-03050088) as a whole time director designated as an Executive Director of the Company.

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 196, 197 and read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and on recommendation made by Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to the appointment of Mr. Dharmendrasinh Rajput as Whole time Director, designated as an Executive Director of the Company for period of 5 (five) years from June 10, 2016 on the terms and conditions including remuneration as mentioned below:-

(a) Salary:

Up to maximum of Rs.5,00,000 per month, with authority to Board or a committee thereof, to fix the salary within the said maximum amount from time to time. The annual increments will be decided by the Board or a Committee thereof and will take in to account the company's performance.

(b) Commission:

The appointee shall be entitled to receive commission on profit as may be determined by the Board for such appointee over and above the maximum salary fixed herein above.

(c) Perquisites:

Perquisites shall be allowed in addition to salary and they shall be restricted to the following:-

Category "A"

Medical Reimbursement:-

Reimbursement of medical expenses of the Whole time Director and his family, the total cost of which to the company shall not exceed one month's salary in the year or three months salary in a block of three years.

Leave Travel Concession:-

Expenses incurred for self and family in accordance with the rules of the company.

Explanation "Family" means the spouse, the dependent children and dependent parents of Whole time Director.

Category "B"

Other statutory benefits not included in the computation of the minimum permissible remuneration of the Whole time Director of the company:-

Earned Privilege Leave:-

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Contribution to Provident Fund and Family Benefit Funds:-

Contribution to Provident Fund and superannuation fund or annuity fund will not included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

Gratuity:-

As per rules of the company, subject to a maximum ceiling as may prescribed under the Payment of Gratuity Act from time to time.

(d) General:-

(i) The Whole time Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

(ii) The Whole time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) The Whole time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

(iv) The office of the Whole time Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months prior notice in writing.

"RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Dharmendrasinh Rajput as Whole time Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide breakup of the remuneration within the above said maximum permissible limit."

6. Re-appointment of Shri Balvantsinh Rajput as Managing Director 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 pursuant to the provisions of sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and recommendation made by Nomination and Remuneration Committee and consent of the Company be and is hereby accorded to the re-appointment of Mr. Balvantsinh Rajput (DIN : 00315565) as Managing Director of the Company for further period of Five years from 14th June, 2016 on the terms and conditions including remuneration as mentioned below :-

(a) Remuneration:

Within the prescribed limits specified in Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof and other applicable provision of Companies Act, 2013 and may or may not comprise salary, allowances and perquisites as may be determined by the Board of Directors from time to time and agreed to by Shri Balvantsinh C Rajput. provided that perquisites shall be evaluated as per Income Tax Act and Rules whenever applicable.

(b) General :

(i) The Managing Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

(ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

(iv) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months prior notice in writing.

"RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Balvantsinh Rajput as Managing Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and

things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide break up of the remuneration within the above said maximum permissible limit."

7. Ratification of remuneration of Cost Auditors:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Ashish Bhavsar & Associates, Cost Accountants in practice, having Firm Registration Number 000387 appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17, of Rs 30,000/- (Rupees Thirty Thousand Only) plus service tax applicable and reimbursement out of pocket expenses incurred by them, in connection with the aforesaid audit be and is hereby ratified and confirmed."

8. Adoption of new set of Articles of Association:

To consider and if though fit, to pass with or without modification the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association ("AOA") submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. Approval of the fees to be levied for delivering a document in particular mode :

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 20 of Companies Act 2013, consent of the shareholders be and is hereby given to the Board of Directors of the Company to charge the such reasonable fees not exceeding Rs. 250/- per document in case a request is received from the a member for delivery of the documents to him in a particular mode other than the mode adopted by the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Ahmedabad
10th June, 2016

By Order of the Board
Vijay Kalyani
Company Secretary

Registered office
State Highway No. 41,
Nr. Sujanpur 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 web site 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 19th September, 2016 to 24th September, 2016 (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:

viii.

PAN	Enter your PAN issued by Income Tax Department • 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 cut off date i.e. September 17th, 2016 in the Bank Account Number field.

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. 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.

xi. 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.

xii. Click on the EVSN for Gokul Refoils and Solvent Limited.

xiii. 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.

xiv. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xv. 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.

xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xviii. 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.

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 **September 21, 2016 @ 9.00 a.m.** and ends on **September 23, 2016 @ 5.00 p.m.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **September 17, 2016,** 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 17, 2016.

III. Mr. Mohan B Vaishnav, Practising Company Secretary (Membership No.: ACS:6407; CP No:1921), 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 23rd AGM of the Company held on September 24, 2016 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 Directors eligible for appointment and re-appointment is as follows:

Name of Directors	Mr. Balvantsinh Rajput	Mr. Bipinkumar Thakkar	Mr. Dharmendrasinh Rajput
Date of Birth	01st June, 1962	20th April, 1969	11th September, 1989
Date of Appointment	29th December, 1992	16th January , 2014	10th June, 2016
Qualification	B.A.	M.Sc (Agriculture), MBA Finance, L.L.B, DIM, PGDIM, DCP	BE (Mechanical)
Experience in specific Functional Areas	Overall Management, Strategic Management Business planning and having decades of experience in edible oil industry and agro product industry.	Legal and Statutory compliances under applicable laws.	Overall responsibilities of Strategic Management and policy formulation.
Names of listed entities in which the person also holds the directorship	Nil	Nil	Nil
Membership/Chairmanship of Committees of listed entities	Nil	Nil	Nil
Number of Shares held in the Company as on June 10, 2016.	2,10,74,515	Nil	917704
Relationship with any Director (s) of the Company	Father of Mr. Dharmendrasinh Rajput	Nil	Son of Mr. Balvantsinh Rajput

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 4 and 5:

Mr. Dharmendrasinh Rajput (DIN-03050088) was appointed as additional director as per Section 161 of the Companies Act, 2013 of the company with effect from 10th June, 2016 who holds office up to the date of Twenty Third Annual General Meeting of the company. Notice has been received from a member proposing Mr. Dharmendrasinh Rajput as candidate for the office of Director of the company as per required under Section 160 of the Companies Act, 2013. Mr. Dharmendrasinh Rajput 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. Dharmendrasinh Rajput was holding a position of President-Corporate Strategies of the Company Since October 1st, 2012. He has done BE (Mechanical) from Shrinivas Institute of Technology. He is taking active part in day to day operations and functioning and formulating policies. He is actively involved in overall responsibilities of Strategic Management of the Company for last four years. In view of contribution made by him, the Board is of the view that it would be beneficial for the Company to induct him on the board of the Company and therefore Mr. Dharmendrasinh Rajput has also been appointed as a Whole Time Director of the company designated as a Executive Director by the Board of Directors at its meeting held on June 10, 2016, for a period of five (5) years on terms and conditions including remuneration as set out in proposal resolution.

Brief resume of Mr. Dharmendrasinh Rajput, 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.

The Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on June, 09th 2016 and June, 10th 2016 have approved the terms of appointment and remuneration of Mr. Dharmendrasinh Rajput.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Dharmendrasinh Rajput and Mr. Balvantsinh Rajput (being relative of Mr. Dharmendrasinh Rajput), is interested financially or otherwise, in the aforesaid resolution.

The Board recommends the Ordinary Resolution set out at Item no. 4 & 5 of the Notice for the approval of the shareholders.

Item No. 6:

The present term of office of Mr. Balvantsinh Rajput as Managing Director is completing on 14th June, 2016. The Board of Directors at its meeting held on 10th February, 2016 has subject to shareholders' approval in the ensuing Annual General Meeting, reappointed Mr.

Balvantsinh Rajput as Managing Director of the Company for further period of Five years from 14th June, 2016 on terms and conditions including remuneration as set out in the proposed resolution. The said terms and conditions including remuneration have been recommended by the Nomination and Remuneration Committee of Board of Directors.

Mr. Balvantsinh Rajput has long experience in edible oil industry and agro product industry and he is promoter and founder of Company. Mr. Balvantsinh Rajput is looking after the day to day management and the operation of the Company. Under the stewardship of Mr. Balvantsinh Rajput, the Company has achieved the sustained growth over the years. His re-appointment would be immensely benefited for the operation of Company.

Brief resume of Mr. Balvantsinh Rajput, 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.

The Board re-commends the Ordinary 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 except Mr. Balvantsinh Rajput, Mr. Dharmendrasinh Rajput, being the relatives of Mr. Balvantsinh Rajput are interested in the resolution.

Item No.7

The Board of Directors of the Company on the recommendation of the Audit Committee, have approved the appointment and remuneration of M/s Ashish Bhavsar & Associates, Cost Accountant in Practice (Firm Reg. No. 000387), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2017.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2016-17 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No.8

The Articles of Association [hereinafter referred to as "AoA"] of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. The Companies Act, 1956 is no longer in force.

Consequent upon coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require alteration or deletion in several articles. It is expedient to replace the existing AoA by a new set of Articles.

The Company cannot alter its AoA without the approval of members by passing a Special Resolution. The new set of AoA is available for inspection at the Registered Office of the Company on any working day during business hours.

The proposed new draft AOA is being uploaded on the Company's website for perusal by the Shareholders.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

None of the Directors of the Company and Key Managerial Personnel and their relatives have any interest, financially or otherwise, in the proposed resolution.

Item No.9

Pursuant to the provision of section 20 of Companies Act, 2013, Company has adopted the electronic means for serving a document to members of Company, whose email ID are available with the Company and through post to other shareholders. Company may receive requests from the members of Company for receiving the documents in particular mode other than a mode adopted by the Company.

Pursuant to the provisions of section 20 of companies act, 2013 ('the Act'), a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

In view of the above provisions, it is proposed to charge reasonable fees not exceeding Rs. 250/- per document in case when the company receives a request from the member for receiving the document in particular mode other than the mode adopted by the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.9 of the Notice for approval by the shareholders.

Ahmedabad
10th June, 2016

By Order of the Board
Vijay Kalyani
Company Secretary

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 23rd Annual General Meeting of the Company held on Saturday, September 24, 2016 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 **23rd Annual General Meeting of the Company,** to be held on the Saturday, September 24, 2016 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 31st March, 2016
2	Ordinary Resolution for re-appointment of a Director in place of Mr. Bipinkumar Thakkar (DIN: 06782371), who retires by rotation.
3	Ordinary Resolution for Appointment and remuneration of M/s. M. R. Pandhi, Chartered Accountants, Statutory Auditors
	Special Business:
4	Appointment of Mr. Dharmendrasinh Rajput (DIN-03050088), as a Director of the Company.
5	Appointment of Mr. Dharmendrasinh Rajput (DIN-03050088) as a whole time director designated as an Executive Director of the Company
6	Re-appointment of Shri Balvantsinh Rajput as Managing Director of the Company
7	Ratification of remuneration of Cost Auditors
8	Adoption of new set of Articles of Association
9	Approval of the fees to be levied for delivering a document in particular mode

Signed this ..... day of 2016

Signature of shareholder _____

Signature of Proxy holder(s) _____

Please affix Re 1/- Revenue Stamp

Note:

(1) 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.

(2) A Proxy need not be a member of the Company.

(3) 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 as proxy and such person shall not act as a proxy for any other person or shareholder.

(4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(5) In the case of jointholders, the signature of any one holder will be sufficient, but names of all The joint holders should be stated.