

ANNUAL REPORT 2013-14



Gokul Refoils & Solvent Ltd.

An ISO:22000 Certified Company

Corporate Information

BOARD OF DIRECTORS

Mr. Balvantsinh Rajput	<i>Chairman & Managing Director</i>
Mr. Kanubhai Thakkar	<i>Managing Director</i>
Mr. Piyushchandra Vyas	<i>Independent Director</i>
Dr. Dipoooba Devada	<i>Independent Director</i>
Mr. Karansinhji Mahida	<i>Independent Director</i>
Mr. Bipinkumar Thakkar	<i>Wholtime Director-Legal</i> (w.e.f 16 th January, 2014)

AUDIT COMMITTEE

Mr. Piyushchandra Vyas	<i>Chairman</i>
Mr. Kanubhai Thakkar	<i>Member</i>
Mr. Karansinhji Mahida	<i>Member</i>
Dr. Dipoooba Devada	<i>Member</i>

REMUNERATION COMMITTEE

Dr. Dipoooba Devada	<i>Chairperson</i>
Mr. Karansinhji Mahida	<i>Member</i>
Mr. Piyushchandra Vyas	<i>Member</i>

SHAREHOLDERS /INVESTORS GRIEVANCES COMMITTEE

Dr. Dipoooba Devada	<i>Chairperson</i>
Mr. Kanubhai Thakkar	<i>Member</i>
Mr. Bipinkumar Thakkar	<i>Member</i>

AUDITORS

M R Pandhi & Associates
Chartered Accountants
101, Panchdeep Complex, Nr. Mithakhali Six Roads,
Navrangpura, Ahmedabad-380 009

MANAGEMENT TEAM

Mr. Mahesh Agrawal	<i>Group CEO & CFO</i>
Mr. Hitesh Thakkar	<i>Chief Executive Officer</i>
Mr. Dharmendrasinh Rajput	<i>President- Corporate Strategies</i>
Mr. Jayesh Thakkar	<i>President- Corporate Planning</i>
Mr. Atul Shah	<i>President-Directorate Office & Strategy</i>
Mr. Praveen Khandelwal	<i>Chief Operating Officer</i>
Mr. Vinod Rajput	<i>CEO Procurement (Sidhpur)</i>
Mr. Manoj Upadhyay	<i>VP - Legal</i>
Mr. Joseph Chettiar	<i>VP - Exports</i>
Mr. Ajit Rajput	<i>VP - Operations (Sidhpur)</i>
Mr. Vinod H. Rajput	<i>Director Operation (East)</i>

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Harish Motwani (w.e.f 16th June, 2014)

BANKERS

State Bank of India
Punjab National Bank
Central Bank of India
State Bank of Travancore
Union Bank of India
Bank of India
The Jammu and Kashmir Bank Limited

REGISTERED OFFICE

State Highway No. 41,
Nr. Sujanpur Patia, Sidhpur -384 151,
Gujarat. India

CORPORATE OFFICE

"Gokul House"
43, Shreemali Co. Op Housing Society Limited,
Opp. Shikhar Building,
Navrangpura, Ahmedabad 380 009

SIDHPUR UNIT

State Highway No. 41,
Nr. Sujanpur Patia,
Sidhpur-384 151, Gujarat, India

GANDHIDHAM UNIT

89, Meghpar-Borichi, Galpadar Road,
Nr. Sharma Resort, Taluka Anjar,
District Kutch- 370 110, Gujarat, India.

HALDIA UNIT

J.L.No-149 Plot, Nr.Essar's Petrol Pump,
Way to HPCL, Nr.Renuka Sugar's Factory,
Haldia Development Authority Area,
P.O.Debhog, Haldia-721657
Dist – Purba Medinipur, West Bengal, India.

REGISTRAR & TRANSFER AGENTS

Link Intime India Pvt. Ltd.
(Formerly known as Intime Spectrum Registry Limited),
303, Shopper's Plaza- V, Opp. Municipal Market
C.G. Road, Navrangpura, Ahmedabad- 380009

CIN : L15142GJ1992PLC018745

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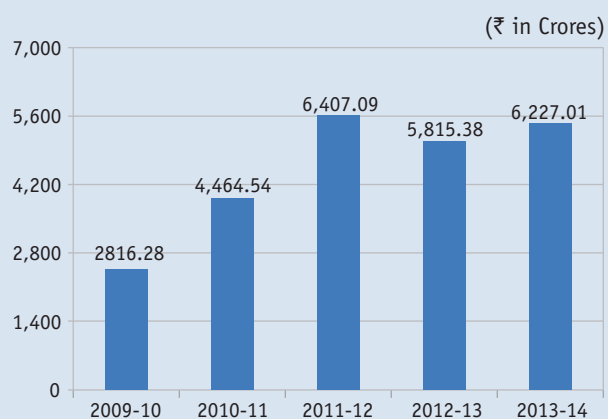
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Financial Highlights

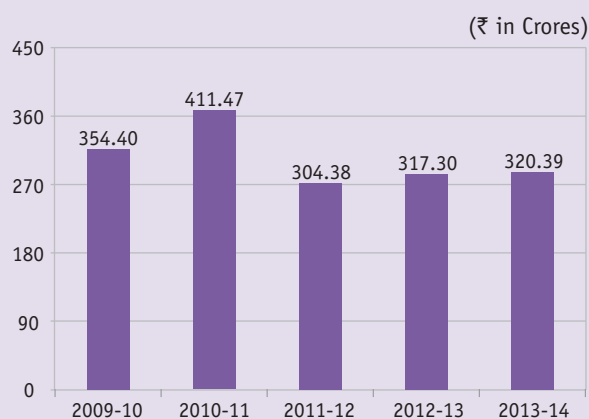
(₹ in Crores)

Particulars	2009-10	2010-11	2011-12	2012-13	2013-14
Sales	2816.28	4,464.54	6,407.09	5,815.38	6,227.01
Profit Before Tax	62.61	89.99	(140.44)	9.30	9.83
Profit After Tax	42.55	61.98	(107.09)	12.93	3.09
Depreciation	25.09	30.19	32.09	36.55	37.43
Cash Accruals	80.76	94.61	—	45.57	47.24
Share Capital	26.38	26.38	26.38	26.38	26.38
Reserve and Surplus	354.40	411.47	304.38	317.30	320.39
Total Net Worth	410.20	437.84	330.76	343.68	346.77
Total Liabilities	850.59	1,087.51	3,133.86	2,201.86	1,784.48
Total Capital Employed	728.92	855.07	655.52	367.21	399.34
Fixed Assets	334.87	347.38	363.56	350.42	338.01
Net Current Assets	377.65	457.32	(11.21)	(15.36)	42.91

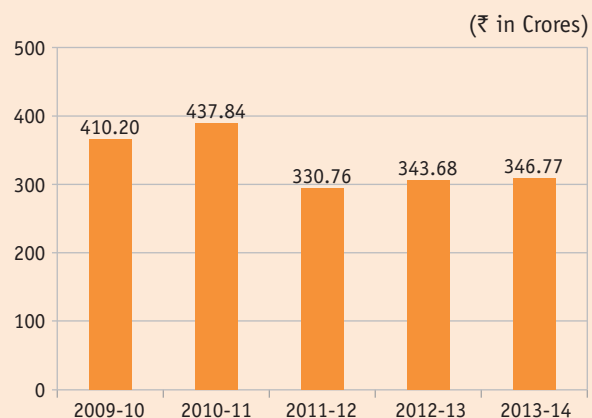
SALES



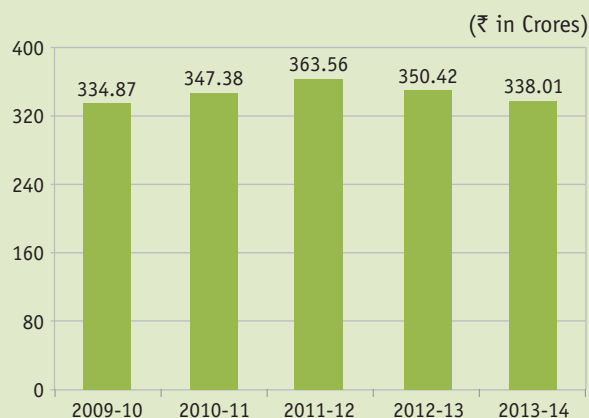
RESERVES AND SURPLUS



NET WORTH



FIXED ASSETS



Chairman's Message

Dear Stakeholders,

It has been more than two decades since our Company started its operations. I have witnessed changes plenty being at the helm. But there is one thing that has remained constant over all these years. The quality demanded by consumers and rightfully so delivered by us. Such is the criticality of the quality that every brand (including us) has to ensure they live up to the brand promise. Customers are increasingly getting aware on importance of health. Health is fast becoming a priority in the minds of people, even for segments like food and snacks.

The Board and Management of the company are presenting the Annual Report for F.Y. 2013-14 to all of you. We are gratifying to share with you the performance of the company. In this emerging world our company faced the challenging environment in front of its competitors and stood amongst the top in the market. The people have become health conscious and believe in pure and healthy food. Our Company provides one of the best healthy and nutritious oil to the society, and contribute to the health and nutrition value of consumers.

Such is our commitment towards quality, that despite weak global economic sentiment we have grown in our existing business verticals. Improved branded sales, better realisation of oilseed extraction, effective control on costs and positive sentiments towards our business have helped us earn better profits. This asserts the very fact why we are one of the leading FMCG (fast moving consumer goods) companies in the country.

Considering that we are part of one of the fastest growing economies- current situation notwithstanding - Manufacturing industry must grow on both economic fronts i.e. domestic and international. In order to be in line with this objective, we are providing to the consumers (i) constant product innovation and (ii) diversification. This diversification must happen on product and market fronts both. The Company's performances in newer markets continuously expand. The continuous success from such efforts has, indeed, been heartening.

A low margin, high turnover domestic vegetable oil industry is estimated to be a ₹ 80,000-crore industry. India stands fourth as the world largest after the US, China and Brazil. The consumption of vegetable oil rose due to a rise in household incomes and consumer demand. However, the per capita consumption of oils and fats is estimated to be much lower than that most of the developed countries. India is the third-largest importer of edible oil in the world. Reports suggest that the domestic edible oil industry was traditionally dominated by unorganised players.

With refining business turned positive, fresh investment in the oilseed crushing and refining industry is likely to see over four-fold increase in the current financial year.

According to a report by India Rating, Indian edible oil industry is set to attract fresh capital investment of ₹ 450 crore in the financial year 2014-15 as compared to ₹ 100.7 crore in the previous financial year and ₹ 516 crore in 2012-13.

With right strategies we have mitigated our risks and ended financial year 2013-2014 with a group's net profit after tax amounting to ₹ 308.82 Lacs and increase in revenues of ₹ 624794.78 Lacs from ₹ 566096.58 lacs. Gokul's key performance drivers in the year came from stringent fiscal control measures and synergies arising from our vertically integrated business model.

Over the years our products have ruled a number of kitchens in the country, but our efforts (beyond our business) have nourished lives of many more. We continue to go head-strong in our actions towards healthcare, education and empowerment of women, which embrace our social values and principles. Where we stand today are the pains and efforts undertaken by your Directors and the entire family of Gokul Refoils & Solvent Limited (GRSL). I would like to express my gratitude towards their unrelenting hard work that has scaled up the organisation to this level and take it to newer horizons in the years to come.

Our biggest assets are our employees. Through their hard work, passion and commitment to excellence, they help us differentiate ourselves in the marketplace and realize our aspirations. We added intotallity more than 2000 employees in gokul family.

While delivering value to our clients, we make sure that we do not lose focus of the need to give back to society. Through the Gokul Group we continue to expand our reach and make a difference to society by empowering people and communities at the bottom of the pyramid, and providing opportunities to improve standards of living.

Although we exceeded our initial guidance and feel encouraged as our growth rate doubled, we believe that the results are below the benchmarks that we set for ourselves. To get back on the path of industry-leading performance that is expected of us, we have embarked on three strategic initiatives — to increase sales effectiveness, to improve our delivery efficiency and to enhance our cost competitiveness.

On behalf of our Company I would like to put on record our sincere gratitude to all the Board members and Management of the company for their expert guidance in finding solutions to various issues faced by the industry in the continuous progress of our company.

In the up coming year, you will see a good measure of strategic changes in Gokul enterprise. I wish to convey my sincere thanks to my colleagues and all officers and staff of the company for their support. And at the end but not the least we convey our special thanks to all the members of our company for their unstinted support and continuous believe on our company.

May I once again thank all of you for being a pillar of support in helping accomplish our shared aspirations. On behalf of the Board and the employees of your Company, I will look to you as always for your continued goodwill and encouragement.

Thank you, Ladies & Gentlemen.

With best regards,

Balvantsinh Rajput
Chairman & Managing Director



NOTICE

CIN : L15142GJ1992PLC018745

NOTICE is hereby given that the 21st ANNUAL GENERAL MEETING ("the Meeting") of Gokul Refoils and Solvent Limited will be held on Thursday, the 11th September, 2014, 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 businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, the Profit and Loss account for the year ended on that date and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Kanubhai Thakkar (DIN: 00315616), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. M. R. Pandhi and Associates, Chartered Accountants (ICAI Registration No.:112360W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to 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 thereunder, and such other applicable provisions, M/s. M. R. Pandhi and Associates, Chartered Accountants (ICAI Registration No.: 112360W), Ahmedabad be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, to audit the accounts of the Company for the financial year 2014-15, at such remuneration as may be agreed upon between the Auditors and the Board of Directors of the Company".

SPECIAL BUSINESS:

4. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Karansinhji Mahida (DIN: 02237323) in respect of whom the company has received a notice in writing from Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive year for a term upto the conclusion of the 26th AGM in the calendar year 2019 and that his office as an Independent Director shall not be subject to retirement by rotation."
5. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Dipooaba Devada (DIN: 01849583) in respect of whom the Company has received a notice in writing from member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive year for a term upto the conclusion of the 26th AGM in the calendar year 2019 and that her office as an Independent Director shall not be subject to retirement by rotation."
6. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Piyushchandra Vyas (DIN: 01260934) in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive year for a term upto the conclusion of the 26th AGM in the calendar year 2019 and that his office as an Independent Director shall not be subject to retirement by rotation."
7. 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 149 of the Companies Act, 2013 and the Rules made thereunder and Article 151 of the Articles of Association of the Company Mr. Bipinkumar Thakkar (DIN: 06782371), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 16th January, 2014, and who holds office until the conclusion of this Annual General Meeting, in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Bipinkumar Thakkar (DIN: 06782371) as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."
"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196 and 197, Schedule V and any other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the appointment of Mr. Bipinkumar Thakkar (DIN: 06782371), as the "Whole Time Director- Legal " of the Company for a period of Three years effective from 16th January, 2014, whose period of office shall be liable to determination by retirement of Director by rotation on the terms and conditions of appointment and remuneration as contained in the agreement, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT notwithstanding anything herein above stated wherein any financial year closing on or after 31st March, 2013 during the tenure of Mr. Bipinkumar Thakkar (DIN: 06782371) as a Whole Time Director- Legal of the Company, the Company incurs the loss or its profits are inadequate, the Company shall pay to Mr. Bipinkumar Thakkar (DIN: 06782371) the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

8. 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 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, Ashish Bhavsar & Co., Cost Accountants, Ahmedabad, appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company in respect of edible oil products for the financial year ending 31st March, 2015, on remuneration of ₹ 50,000 plus service tax and out of pocket expenses, be and is hereby ratified."

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

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

"RESOLVED THAT in terms of Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create a further mortgage and/or charge on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's undertakings or all of the undertakings, including the present and/or future properties, whether movable or immovable as may be agreed to be in favour of Banks/Financial Institutions/Trustees/other Investors hereafter referred to as lenders and/or Debenture Trustees and/or Trustees upto an aggregate amount not exceeding ₹ 4000 crores (Rupees Four Thousand Crores) over and above the aggregate of the paid up share capital and free reserve, to secure the term loan facility/working capital facilities/Debentures/Bonds, to be issued in one or more tranches, other instruments including foreign currency borrowing tied up/to be tied up by the Company together with the interest on the principal amounts compound interest, additional interest, liquidated damages, accumulated interest, premium on prepayment or on redemption, commitment charges, cost, charges, expenses, remuneration of agents/ trustees at the respective agreed rates if any, and all other monies payable by the Company to the concerned banks/ financial institutions/ trustees/other investors under the respective Debenture trust deed/Loan Agreement/other relevant agreements entered into/ to be entered into by the Company."

"RESOLVED FURTHER THAT the security to be created by the Company as aforesaid may rank prior/pari passu/subservient with/ to the mortgages and /or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board or any committee or person authorized by the board/committee be and is hereby authorized to finalize, settle, and execute such documents/deed/writings/papers/agreements as may be required and to do all the acts, deeds, matters and things as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating the mortgage/ charge as aforesaid or otherwise considered to be in the best interest of the Company."

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

"RESOLVED THAT in supersession of ordinary resolution adopted at the 18th Annual General Meeting held on 24th September, 2011 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, any rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), consent be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include a Committee which the Board may constitute for this purpose) to borrow such sum or sums of money in any manner from time to time, as may be required for the purpose of business of the Company with or without security and upon such terms and conditions as they may think fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) at any time shall not exceed a sum of ₹ 4,000 crores (rupees four thousand crores) over and above the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution."

Ahmedabad
30th May, 2014
Registered Office:
State Highway No 41,
Nr. Sujanpur Patia,
Sidhpur - 384151.

By Order of the Board
Bipinkumar Thakkar
Whole Time Director

IMPORTANT NOTES:

1. ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as 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, provided such person shall not act as a proxy for any other person or shareholder.

2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Register of Members and the Share Transfer Books of the Company will remain closed from 1st September, 2014 to 11th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting is annexed hereto.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Share Transfer Registrar.
6. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
7. The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders.

Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents.

8. Electronic copy of the Annual Report for 2013- 14 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013 -14 are being sent in the permitted mode.
9. Electronic copy of the Notice of the 21st Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 21st Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members wishing to claim dividend, which remain unclaimed are requested to correspond with Company Secretary at the Company's Corporate Office. Members are requested to note that dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund pursuant to Section 125 of the Companies Act, 2013.
11. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for 2013 -14 will also be available on the Company's website www.gokulgroup.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: csgsl@gokulgroup.com

12. Voting through electronic means

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instructions for e-voting are as under:

SECTION A - E-VOTING PROCESS -

Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.

- Step 2 : Click on “Shareholders” to cast your vote(s)
- Step 3 : Select the Electronic Voting Sequence Number (EVSN) i.e. **“140721007”** along with “COMPANY NAME” i.e. **“Gokul Refolis and Solvent Limited”** from the drop down menu and click on “SUBMIT”.
- Step 4 : Please enter User ID –
- For account holders in CDSL :- Your 16 digits beneficiary ID
 - For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 5 : Enter the Image Verification as displayed and Click on Login
- Step 6 : 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.
- Step 7 : If you are a first time user follow the steps given below:
- Enter your 10 digit alpha-numeric **PAN** issued by Income Tax Department. For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
 - Enter the **Date of Birth (DOB)** recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
 - Enter your Dividend **Bank details** (Account Number) recorded in the demat account or registered with the Company for the demat account#
- # Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter **the number of shares held by you as on the cut off date (record date) i.e. August 1, 2014** in the Dividend Bank details field.
- Step 8 : After entering these details appropriately, click on “SUBMIT” tab.
- Step 9 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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.
- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system. Members holding shares in physical form will then directly reach the Company selection screen.
- Step 10 : Click on the EVSN of the Company i.e. **“140721007”** along with “COMPANY NAME” i.e. **“Gokul Refolis and Solvent Limited”** from the drop down menu and click on “SUBMIT”.
- Step 11 : On the voting page, you will see Resolution description and against the same the option ‘YES/NO’ for voting. Select the relevant option as desired YES or NO and click on submit.
- Step 12 : Click on the Resolution File Link if you wish to view the Notice.
- Step 13 : 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.
- Step 14 : Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- The e-Voting period commences on September 4, 2014 (9.00 A.M.) and ends on September 6, 2014 (6.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date (record date) of August 1, 2014 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- CS Mohan B Vaishnav, Practising Company Secretary (Membership No.: ACS:6407; CP No:1921) (Address: 203, Simandhar Avenue, 8, Kailash Society, B/H H.K.House, Asharam Road, Ahmedabad - 380009, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting Process.

- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared on the date of AGM of the Company. 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 <https://www.evotingindia.com> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / 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 vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. 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.

Contact Details

Company	: Gokul Refolis and Solvent Limited Regd. Office: State Highway No.41, Near Sujanpur patia, Sidhpur, Gujarat-384151 CIN: L15142GJ1992PLC018745 E-mail ID: csgsl@gokulgroup.com
Registrar and Transfer Agent	: Link Intime India Private Limited Unit No 303, 3 rd Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II Off C G Road, Ahmedabad - 380009 Tel: 079-26465179 Email: ahmedabad@linkintime.co.in
e- Voting Agency	: Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	: CS Mohan Vaishnav Practising Company Secretary E-mail ID: mohan.vaishnav@gmail.com

ANNEXURE TO NOTICE EXPLANATORY STATEMENT

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

Item no. 4 to 6

Mr. Karansinhji Mahida, Dr. Dipoooba Devada and Mr. Piyushchandra Vyas are independent Directors of the Company. Pursuant to Section 149(4) of the Companies Act, 2013 every listed public Company shall have at least one-third of the total number of Directors as Independent Directors.

Section 149(10) of the Companies Act, 2013, inter alia, provides that subject to the provisions of Section 152, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company. Further pursuant to Section 149(11), no Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to be an Independent Director. Provided that an Independent Director shall not during the said period of three years be appointed in or be associated with the Company in any other capacity either directly or indirectly. Explanation to sub-sections (10) and (11) of Section 149 of the Act states that, any tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term under those sub-sections i.e (10) and (11). Further pursuant to Section 149(13), the provisions of Sub-sections(6) and (7) of section 152 in respect of retirement of Directors by rotation shall not be applicable to appointment of Independent Directors.

Your Board is of the opinion that all of the above mentioned three Directors fulfill the conditions specified in the Act and the rules made thereunder for appointment as Independent Directors of the Company and the Independent Directors proposed to be appointed are Independent of the management. Details in respect of three Directors, who are proposed to be appointed as Independent Directors, are

furnished in the table at the end of this Notice. All are eminent personalities in their respective fields. Your Board considers that their continued association with the company would be of immense benefit to the company. In view thereof, your Board has recommended them to be appointed as Independent Directors not liable to retire by rotation for a period of five consecutive year for a term upto the conclusion of the 26th AGM in the calendar year 2019.

Concerned Directors are interested in their respective resolutions being related to their own appointments. None of other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions as set out in item Nos. 4 to 6 of the accompanying notice. None of the Directors are related inter se to each other.

Item no. 7

Mr. Bipinkumar Thakkar was appointed as an Additional Director and Whole Time Director- Legal of the Company for a period of three years vide Circular Resolution dated 16th January, 2014.

He is qualified M.Sc (Agricultural), MBA FINANCE, LL.B, CS (FINAL) DIM, DCP. He is looking after legal and other statutory compliances of the Company. He is Competent Professional having 20 years of Experience in the field of Agriculture, Food Processing Industries and field of legal and various statutory compliances.

Abstract of the terms of the appointment and remuneration of Mr. Bipinkumar Thakkar are as given hereunder:

Tenure of Appointment: Three years w.e.f 16th January, 2014

Remuneration payable: ₹ 1,05,000/- per month inclusive of salary and all perquisites.

In event of loss or inadequacy of profit in any financial year, he shall be entitled to receive remuneration within the limits as laid down under Schedule- V to the Companies Act, 2013.

His duties are as stated herein under:

- a. To delegate the authority or execute Power of Attorney in favour of any employees, officers, C&FA, for carrying out the work related to sales tax, Central Sales Tax, VAT/CST, for getting license under FSSA and for any other legal compliances and incidental works.
- b. To enter into and become parties to and to sign and execute All Deeds, Instruments, contracts, and other documents which may be required for legal cases and required in any courts.
- c. To act as Occupier under section 2(n) of the Factories Act, 1948 for all the Factory/plant situated at the various locations.
- d. To use his due diligence and devote his full time for looking after the matters related legal affairs for the corporate and solely responsible for any consequences/ default/ Non Compliance of any of the requirements which may be applicable under various Acts.
- e. To insure and keep insured the Company's properties, buildings, materials, equipments and all other properties of the Company, movable or immovable either lying in the godown, or office or in transit against loss or damage by fire or risks and to insure against workmen's compensation and 'lay off' and compensation liabilities, to such amount and for such period as the Whole Time Director-legal may deem fit and also responsible for the timely lodgment of claim and settlement thereof. He will be responsible for any policy which may be mandatorily required under any statute.
- f. To commence, institute, defend, prosecute, conduct, refer to arbitration, abandon and subject to the provisions of the Companies Act, to compromise legal or other proceedings, claim and disputes by or against the Company or in which the Company may be concerned or interested. The Whole Time Director-legal for the time being or any person duly authorised by him being hereby empowered to make, give and sign and execute all and every warrant to sue or defend on behalf of Company and all and every submission to arbitration as may be required.
- g. To refer to arbitration any question or disputes arising out of or connected with the property, assets, liabilities or general business of the Company.
- h. To ensure all the legal formalities and requirements which may be required under various statutes like The Food Safety and Standards Act, 2006, The Legal Metrology Act, 2011, Negotiable Instrument Act, 1881, The Factories Act 1948, Central Excise Act, 1944, the Companies Act, 1956, The Income-Tax Act 1962, Central Sales Tax Act, Custom Act, FEMA Act, VAT Act, Service Tax Act and any other applicable acts to the Company and that he will be responsible and liable for any consequences/ default/ Non Compliance of any of the requirements applicable under various Acts.
- i. To sign all correspondence, application and papers with the DGFT and also liaison with the office of DGFT. He will be responsible for all the acts, deeds under the FEMA Act and considered as officer in default.
- j. To be responsible for Sales Tax, VAT, CST, GST, Service Tax Act, Income Tax Act, Excise Act, Customs Act related compliances and assessment thereof for all the branches and for non compliances will be held responsible.
- k. To act as nominee for all the plants under rule 49 of the Legal Metrology (General) Rules, 2011.

The Board recommends the resolution as set out at item no. 7 for approval of the shareholders.

Mr. Bipinkumar Thakkar is interested or concerned in the proposed resolution. None of other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. He or his relative does not hold any shares.