



**GOKUL**

June 26, 2020

## 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](mailto:grsl@gokulgroup.com)  
CIN : L15142GJ1992PLC018745

To,  <b>Department of Corporate Service (DCS-CRD), BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort,  Mumbai – 400 001.  <b>Ref: SCRIP CODE: 532980</b>	To,  <b>National Stock Exchange of India Limited</b> Exchange Plaza Block G, C 1, Bandra Kurla Complex, G Block, Bandra East, Mumbai 400 051  <b>Ref: SYMBOL: GOKUL</b>
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### Sub: Postal Ballot Notice dated June 16, 2020

Dear Sir/Madam,

This is further to our letter dated June 16, 2020 and pursuant to Regulation 30 read with Schedule III of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated June 16, 2020, as sent to the Members on their registered Email address, seeking approval for the following Special Business as set out in the said Postal Ballot Notice:

#### 1. Approval for Buyback of Equity Shares of the Company.

The e-voting period commences on Saturday, June 27, 2020 (9:00 a.m. IST) and Ends on Sunday, July 26, 2020 (05:00 p.m. IST).

The said information is also being made available on the website of the Company i.e. [www.gokulgroup.com](http://www.gokulgroup.com)

We request you to kindly take note of the same.

Thanking you,  
Yours truly

**For Gokul Refoils & Solvent Limited**

**Abhinav Mathur**  
Company Secretary

Regd. Office & Works : State Highway No-41, Nr. Sujapur Patia, Sidhpur-384 151. Dist. Patan, Gujarat (India)  
Phone : +91-2767-222075, 220975 Fax : +91-2767-223475 E-mail : [grsl@gokulgroup.com](mailto:grsl@gokulgroup.com)

Haldia Refinery Unit : J.L.N. 149, Plot No. Near Essar Petrol Pump, HPL Link Road, P. O. Debhog City Centre,  
P.S. Bhabanipur, Haldia Purba - Medanipur - 721657 (West Bengal) Phone : 03224 252839



**GOKUL REFOILS AND SOLVENT LIMITED**

**CIN: L15142GJ1992PLC018745**

**Regd.Office: State Highway No. 41, Nr. Sujanpura Patia, Sidhpur, Patan-384 151, Gujarat**

**Tel: 91-2767-222075; Fax: 91-2767223475; E-mail: [abhinav.mathur@gokulgroup.com](mailto:abhinav.mathur@gokulgroup.com);**

**Web: [www.gokulgroup.com](http://www.gokulgroup.com)**

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**POSTAL BALLOT NOTICE**

**Dear Member(s),**

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended, ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), General Circular No.14/2020 dated April 8, 2020 , General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 (the "MCA Circulars") and any other applicable laws and regulations, to transact the below mentioned proposed special business by the members of the Gokul Refoils and Solvent Ltd.("the Company") by passing resolution through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution appended below. The



Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

## **SPECIAL BUSINESS:**

### **ITEM NO. 01**

#### **Approval for Buyback of Equity Shares of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Article 51 of the Articles of Association of the Company and in accordance with the provisions of sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and, provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018, as amended, (the “SEBI Buyback Regulations”) and any statutory modification(s) or re-enactment of the Act or Rules framed there under from time to time or SEBI Buyback Regulations, for the time being in force) as also such other approvals, permissions and sanctions of Securities and Exchange Board of India (“SEBI”) and / or other authorities, institutions or bodies (the “appropriate authorities”), as may be necessary and conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall be deemed to include the “Buyback Committee” which the Board has authorized to exercise its powers, including the powers conferred by this resolution), the consent be and is hereby accorded to purchase by way of buyback offer up to 3,29,00,000 (Three Crore Twenty Nine Lakhs Only) fully paid-up Equity Shares of Rs. 2/- each of the Company constituting 24.94% of the fully paid-up Equity Share capital of the Company at a price of Rs 12 (Rupees Twelve only) per Equity share payable in cash for an aggregate amount of upto Rs. 39,48,00,000 (Rupees Thirty Nine Crore Forty Eight Lakhs only) (“Buyback Size”) being 15.32% and 12.98% of the fully paid-up Equity Share capital and free reserves as per the latest available audited financial statements of the Company for the financial year ended March 31, 2020, on standalone and consolidated basis, respectively, through the Tender Offer mechanism (hereinafter referred to as the "Buyback");

**RESOLVED FURTHER THAT** the Buyback Size does not include any expenses incurred or to be incurred for the Buyback viz. brokerage, applicable taxes such as Income Tax, securities transaction tax, GST, stamp duty, any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors/ legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses (collectively “Transaction Costs”)



**RESOLVED FURTHER THAT** as required by Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders on a proportionate basis, provided 15% of the number of Shares which the Company proposes to buyback or number of Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders, as defined in the SEBI Buyback Regulations;

**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, CFD /DCR2 /CIR /P /2016 /131 dated December 9, 2016 and BSE notice no. 20170210-16 dated February 10, 2017 and the Company shall approach the stock exchanges, as may be required, for facilitating the same;

**RESOLVED FURTHER THAT** the proposed Buyback be implemented from the existing shareholders including Promoters, Promoters Group and Persons Acting in concert (such shareholders herein after collectively as “Persons in Control”) and that persons in control will be such persons as have been disclosed as such under the filings made by the Company from time to time under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 (“SEBI Takeover Regulations”)/ Shareholding patterns filed with the stock exchanges from time to time, as the Board may consider appropriate, from out of its free reserves and/or Share Premium Account and/or cash balances and/ or internal accruals and/or such other sources or by such mechanisms as may be permitted by Law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit;

**RESOLVED FURTHER THAT** Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback Offer

**RESOLVED FURTHER THAT** the Buyback is subject to:

- a) not causing the Company to be in violation of the conditions for continuous listing prescribed in terms of Regulation 38 of the LODR Regulations read with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 i.e. maintaining the minimum public shareholding at 25%;
- b) aggregate amount of the Buyback i.e .Rs. 39,48,00,000 (Rupees Thirty Nine Crore Forty Eight Lakhs only) does not exceed 25% of the total paid-up capital and free reserves as per the audited standalone and consolidated balance sheets as on March 31, 2020;
- c) number of Shares proposed to be purchased under the Buyback i.e. 3,29,00,000 (Three Crore Twenty Nine Lakhs Only) Equity Shares, does not exceed 25% of the total number of Shares in the paid-up Equity Capital as per the audited balance sheet as on March 31, 2020; and



- d) Compliance with the statutory and regulatory timelines in respect of the Buyback, on the terms and conditions as may be decided by the Board and in such manner as prescribed under the Act and / or the Regulations and any other applicable Laws.

**RESOLVED FURTHER THAT** the Company shall not Buyback the locked-in Equity Shares, if any and non-transferable Equity Shares, if any till the pendency of the lock-in or till the Equity Shares become transferable;

**RESOLVED FURTHER THAT** the Buyback from the shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors/Foreign Portfolio Investors, Non-Resident Indians, shareholders of foreign nationality, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders;

**RESOLVED FURTHER THAT** as per the provisions of section 68(8) of the Act, the Company will not issue fresh Equity Shares within a period of six months after the completion of the buyback except by way of bonus Shares or Shares issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of Preference Shares or debentures into Equity Shares;

**RESOLVED FURTHER THAT** as per the provisions of regulation 24(i)(b) of SEBI Buyback Regulations, the Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date of expiry of buyback period for the Buyback Offer;

**RESOLVED FURTHER THAT** as per the provisions of regulation 24(i)(d) of SEBI Buyback Regulations, the Company shall not withdraw the Buyback Offer after the draft letter of offer is filed with SEBI;

**RESOLVED FURTHER THAT** as per the provisions of regulation 24 (i)(f) of SEBI Buyback Regulations, the Company shall not raise further capital for a period of six months from the closure of the Buyback offer, except in discharge of its subsisting obligations;

**RESOLVED FURTHER THAT** the powers of the Board in respect of buyback be and is hereby delegated to the Buyback Committee (‘BBC’) comprising of Mr. Dharmendrasinh Rajput, Executive Director, Mr. Shaunak Mandalia, Director and Prof.(Dr) Dipooaba Devada, Independent Director (“Members of the Committee”). The BBC be and hereby authorized to take all necessary actions for executing the actions relating to the Buyback as above;

**RESOLVED FURTHER THAT** the BBC be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, including but not limited to finalizing the terms of buyback like the aggregate amount to be utilized for the buyback including the price and the number of Shares to be bought back



within the statutory limits, the mechanism for the buyback, the timeframe for completion of the buyback, escrow arrangements, opening bank accounts for this purpose and authorizing persons to operate the said account, appointment of, brokers, escrow agents, printers, registrars, solicitors, depository participants, scrutinizer and such other intermediaries/agencies for the implementation of the Buyback and carry out incidental documentation and to prepare applications and submit to the Appropriate Authorities for their requisite approvals as also to initiate all necessary actions for the preparation and issue of various documents including public announcement, draft and final letter of offer, declaration of solvency, extinguishment of Shares and certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Board;

**RESOLVED FURTHER THAT** Mr Abhinav Mathur, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback;

**RESOLVED FURTHER THAT** all the Directors be and are hereby severally authorized to send the necessary intimations to the Stock Exchange in regard to this resolution, as may be required under the LODR Regulations”

**RESOLVED FURTHER THAT** all the Directors be and are hereby severally authorised to give intimation to the Registrar of Companies and any other statutory authorities and do all acts as may deem fit in regard to this resolution.

**Regd.Office:**  
**State Highway No. 41,**  
**Nr. Sujanpura Patia,**  
**Sidhpur, Patan-384 151,**  
**Gujarat**

**Ahmedabad, June 16, 2020**

**By the Order of the Board of Directors**  
**For, Gokul Refoils and Solvent Limited**

**Sd/-**  
**Abhinav Mathur**  
**Company Secretary**  
**ACS. No 22613**

**NOTES:**

1. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **June 19, 2020** (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("RTA").
2. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.



3. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by visiting the link [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html). Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
4. Resolution, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. July 26, 2020 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
5. A member cannot exercise his vote by proxy on Postal Ballot.
6. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Gujarat (in vernacular language, i.e Gujarati).
7. In case of any query/grievance in connection with the Postal Ballot including evoting, Members may contact CDSL by e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or the Company Secretary at the contact details given hereinabove.
8. The Postal Ballot Notice is also placed on the website of the Company [www.gokulgroup.com](http://www.gokulgroup.com) and website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com).
9. The Board has appointed Mr. Yash H Mehta, Practicing Company Secretary (Membership No.: 45267; CP No:16535), as the Scrutinizer to conduct the Postal Ballot and remote-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman & Managing Director or Company Secretary of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman & Managing Director/ Company Secretary on or before July 28, 2020.
10. The results of the postal ballot will be placed on the Company’s website [www.gokulgroup.com](http://www.gokulgroup.com) and on the website of CDSL at [www.evoting.cdsl.com](http://www.evoting.cdsl.com) and will also be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, in accordance with the provisions of SEBI Listing Regulations. The Company will also display the results of the postal ballot at its registered office and corporate office.



11. The last date specified by the Company for remote e-voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

### **PROCESS OF VOTING THROUGH ELECTRONIC MEANS**

Voting through electronic means :

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the LODR Regulation executed by the company with the BSE and NSE, the Company is pleased to provide members facility to exercise their right to vote at the Postal Ballot by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL),:

During the e-voting period, members of the company holding shares either in physical form or dematerialised form may cast their votes electronically.

The e-voting period commences on Saturday June 27, 2020 at 9.00 AM and ends on Sunday July 26, 2020 at 5.00 PM. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

#### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday June 27, 2020 at 9.00 AM and ends on Sunday July 26, 2020 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 19, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• 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).</li></ul>

(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) 200622003 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) for grievances connected with e-Voting.

**In case of members who have not registered their email address:**

On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- i. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot/ e-voting notice may temporarily get their email registered with the Company’s RTA, Link Intime India Private Limited, by clicking the link: [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html) and following the registration process as guided thereafter. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
- ii. It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited.



**Explanatory Statement for Resolution No.1 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “Act”):**

**ITEM NO. 01**

With an objective of rewarding the equity shareholders, through return of surplus cash, the Board at its meeting held on 16<sup>th</sup> June, 2020 has approved the proposal of recommending buyback of equity shares as contained in the resolution in the Notice. As per the requirements of Section 102 of the Act and other applicable provisions of the Companies Act and Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the equity shareholders to consider and approve the special resolution on the Buyback.

Requisite details relating to the Buyback are given below:

(a) **RATIONALE OF BUYBACK:**

Share buyback is the acquisition by a company of its own shares. The objective of the Buyback is to return surplus cash to the equity shareholders of the Company. The Buyback through Tender Offer route gives an option to all the equity shareholders, including the promoter and promoter group shareholders, to receive the surplus cash by participating in the Buyback.

The board at its meeting held on 16<sup>th</sup> June, 2020 decided to recommend Buyback of up to 3,29,00,000 (Three Crore Twenty Nine Lakhs Only) Equity shares of the face value of Rs. 2 each representing 24.94% of the equity share capital of the Company, at the price of Rs. 12/- per equity share (“Buy Back Price/ Buyback Offer Price”) aggregating upto Rs. 39,48,00,000 (Rupees Thirty Nine Crore Forty Eight Lakhs only) representing 15.32% and 12.98% of the fully paid-up Equity Share capital and free reserves as per the latest available audited financial statements of the Company for the financial year ended March 31, 2020, on standalone and consolidated basis, respectively.

Buyback is a more efficient form of distributing surplus cash to the equity shareholders compared to other alternatives including interim dividend, inter-alia, for the following reasons:

- (i) The Buyback gives an option to the equity shareholders, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback Offer or they may choose not to participate thereby and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment;
- (ii) Since the Buyback Offer proceeds will be taxed as capital gains, the Buyback Offer would enable the Company to distribute the entire amount so allocated to the equity shareholders in a more efficient manner as compared to dividend distribution which would involve payment of dividend distribution tax and thereby resulting in lower amount being distributed to the equity shareholders; and
- (iii) The Buyback would help in improving certain key financial ratios of the Company



(b) APPROVAL OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE BUYBACK :

With the intent of distribution of surplus cash to the equity shareholders and also taking into account the factors set out in point(a) above, the Board at its meeting held on 16th June, 2020 approved the proposal of recommending for the buy back on a proportionate basis from the equity shareholders/beneficial owner of the equity shares of the Company as on the record date(to be decided later), up to 3,29,00,000 (Three Crore Twenty Nine Lakhs Only) Equity shares of the face value of Rs. 2 each representing 24.94% of the equity share capital of the Company ,at the price of Rs. 12/- per equity share aggregating to Rs. Rs. 39,48,00,000 (Rupees Thirty Nine Crore Forty Eight Lakhs only) representing 15.32% and 12.98% of the fully paid-up Equity Share capital and free reserves as per the latest available audited financial statements of the Company for the financial year ended March 31, 2020, on standalone and consolidated basis, respectively which does not exceed 25% of the total paid-up capital and free reserves as per the audited standalone and consolidated balance sheets as on March 31, 2020 through tender offer route as prescribed under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback”) and in accordance with the Articles of Association of the Company and subject to the provisions of Sections 68, 69 and 70 and all other applicable provisions read with rules made there under, if any, of the Companies Act, 2013.

(c) METHOD TO BE ADOPTED FOR THE BUYBACK:

The Buyback shall be on a proportionate basis from all the equity shareholders of the Company through the “Tender Offer” route, as prescribed under the Buyback Regulations. As required under the Buyback Regulations, the Company will announce a record date (the “Record Date”) for determining the names of the equity shareholders who will be eligible to participate in the Buyback.

The Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, CFD /DCR2 /CIR /P /2016 /131 dated December 9, 2016 and BSE notice no. 20170210-16 dated February 10, 2017 and the Company shall approach the stock exchanges, as may be required, for facilitating the same;

In due course, each equity shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the equity shareholder for participating in the Buyback.

The equity shares to be bought back as a part of the Buyback is divided in two categories:

- a) Reserved category for Small Shareholders; and
- b) General category for all other shareholders.



As defined in the Buyback regulations, a 'Small Shareholder' means a shareholder of a listed company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognised stock exchange in which highest trading volume in respect of such security, as on record date is not more than two lakh rupees.

In accordance with Regulation 6 of the Buyback regulations, 15% of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as a part of this Buyback.

On the Basis of the holding on the Record Date, the Company will determine the entitlement of each shareholder to tender their shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of equity shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.

Equity shareholders' participation in Buyback will be voluntary. Equity shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Equity shareholders may also accept a part of their entitlement. Equity shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other equity shareholders, if any.

The maximum tender under the Buyback by any equity shareholder cannot exceed the number of equity shares held by the equity shareholder as on the Record Date.

The equity shares tendered as per the entitlement by the equity shareholders as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. Detailed instructions for participation in the Buyback (tender of equity shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the equity shareholders as on Record Date.

**(d) MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND THE SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED:**

The maximum amount required under the Buyback will be Rs. Rs 39,48,00,000 (Rupees Thirty Nine Crore Forty Eight Lakhs only) The Buyback would be financed out of current surplus and/or cash and cash equivalents and/ or internal accruals of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve



Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

The Company confirms that as required under Section 68 (2) (d) of the Companies Act 2013, the ratio of the total debt owed by the Company shall not be more than twice the equity share capital and free reserves after the Buyback.

(e) **BUYBACK PRICE AND THE BASIS OF ARRIVING AT THE BUYBACK PRICE:**

The Equity shares of the Company are proposed to be bought back at a price of Rs. 12/- per equity share. The Buyback Offer Price has been arrived at after considering various factors, such as closing market price of the equity shares of the Company on BSE and NSE (where the equity shares of the Company are listed) for a period of six months preceding the date of notice of board meeting, closing price of the last trading day preceding the date of notice of board meeting, and the impact of the Buyback on the earnings per equity share of the Company and financial ratios of the Company and other relevant considerations.

(f) **NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUYBACK AND THE TIME LIMIT FOR COMPLETING THE BUYBACK:**

The Company proposes to Buyback not exceeding 3,29,00,000 (Three Crore Twenty Nine Lakhs Only) Equity shares of face value of Rs. 2 each of the Company. The Buyback is proposed to be completed within 12 months of the date of special resolution approving the proposed Buyback.

(g) **COMPLIANCE WITH SECTION 68(2)(C) OF THE COMPANIES ACT:**

The standalone and consolidate aggregate paid up capital and free reserves as at March 31, 2020 is Rs. 25,772.99 lacs and Rs. 30,406.84 Lacs respectively. Under the provisions of Companies Act, the funds deployed for the Buyback cannot exceed 25% of the total paid up capital and free reserves of the Company. The maximum amount proposed to be utilized for the Buyback is approximately Rs 39,48,00,000 (Rupees Thirty Nine Crore Forty Eight Lakhs only) and is within the limit of 25% of the Company's total paid-up capital and free reserves as per the audited standalone and consolidated balance sheets as on March 31, 2020.

(h) **THE AGGREGATE SHAREHOLDING OF THE PROMOTERS, THE DIRECTORS OF THE PROMOTER COMPANIES HOLDING SHARES IN THE COMPANY AND OF PERSONS WHO ARE IN CONTROL OF THE COMPANY AS ON THIS DATE OF THIS NOTICE:**

a) Shareholding of the Promoter and Promoter Group:



Sr. No.	Name of the Promoter and Promoter Group	Equity Shares held	% to the total paid up equity capital
1.	Balvantsinh Chandansinh Rajput	3,29,44,515	24.98
2.	Bhikhiben Balvantsinh Rajput	2,99,17,500	22.68
3.	Dharmendrasinh Balvantsinh Rajput	1,52,93,818	11.60
4	Kanubhai Jivatram Thakkar	16,06,439	1.22
5	Jayeshkumar K Thakkar	0	0
6	Manjulaben Kanubhai Thakker	0	0
7	Profitline Securities Private Limited	1,57,62,500	11.95
8	Jashodaben Commodities LLP	13,00,000	0.99
	<b>Total</b>	<b>9,68,24,772</b>	<b>73.41</b>

b) Shareholding of directors of the Promoter and Promoter Group companies:

i. Profitline Securities Pvt Ltd

Sr.No.	Name of the director of Promoter and Promoter Group Companies	Equity Shares held	% to the total paid up equity capital
1	Mr. Dharmendrasinh Rajput	1,52,93,818	11.60
2	Mr. Vinuji Rajput	500	00.00

ii. Jashodaba Commodities LLP

Sr.No.	Name of the director of Promoter and Promoter Group Companies	Equity Shares held	% to the total paid up equity capital
1	Jayesh Kumar Kanubhai Thakkar	Nil	Nil
2	Manjulaben Kanubhai Thakkar		

c) Shareholding of directors of the Company

Sr. No.	Name of the Director	Equity Shares held	% to the total paid up equity capital
1	Balvantsinh Chandansinh Rajput- Chairman & Managing Director	3,29,44,515	24.98
2	Dharmendrasinh Balvantsinh Rajput- Executive Director	1,52,93,818	11.60

i. DETAILS OF TRANSACTIONS-PURCHASE/SALE/TRANSFER UNDERTAKEN BY PERSONS REFERRED TO IN (h) ABOVE DURING THE PERIOD OF LAST SIX MONTHS PRECEDING THE DATE OF BOARD MEETING AT WHICH THE BUYBACK WAS APPROVED UPTO THE DATE OF THIS NOTICE





Sr. No.	Name of the Promoter and Promoter Group	Nature of Transaction	Date of Acquisition / (Disposal)	Number of shares acquired / (sold)	Price (Rs. Per share)
1	Jayeshkumar K Thakkar Promoter Group	Off Market (Inter-se-transfer amongst promoter)	24.12.2019	(6,23,765)	Rs. 14.90/-
2	Dharmendrasinh B Rajput Promoter Group	Off Market (Inter-se-transfer amongst promoter)	24.12.2019	6,23,765	Rs. 14.90/-

(j) INTENTION OF THE PROMOTERS AND PERSONS IN CONTROL OF THE COMPANY TO TENDER EQUITY SHARES IN THE BUYBACK

The Promoter and Promoter Group of the Company have vide their individual letters dated 15.06.2020 addressed to the Board of Directors of the Company, have expressed their intention of participation (refer table below) in the proposed Buyback to such an extent that the Public Shareholding in the Company at all times does not fall below 25% of the post Buyback equity share capital of the Company.

Details of participation of Promoter and Promoter Group in the proposed Buyback:

Sr. No.	Name of the Promoter and Promoter Group	Equity Shares held	% to the total paid up equity capital	Whether intends to participate	Maximum shares indicated
1	Balvantsinh Chandansinh Rajput	3,29,44,515	24.98	Yes	upto 3,29,44,515
2	Bhikhiben Balvantsinh Rajput	2,99,17,500	22.68	Yes	upto 2,99,17,500
3	Dharmendrasinh Balvantsinh Rajput	1,52,93,818	11.60	Yes	upto 1,52,93,818
4	Profitline Securities Private Limited	1,57,62,500	11.95	Yes	upto 1,57,62,500
5	Kanubhai Jivatram Thakkar	16,06,439	1.22	No	Nil
6	Jayeshkumar K Thakkar	0	0	No	Nil



7	Manjulaben Kanubhai Thakker	0	0	No	Nil
8	Jashodaben Commodities LLP	13,00,000	0.99	No	Nil
	<b>Total</b>	<b>96824772</b>	<b>73.41</b>		upto <b>93918333</b>

Details of acquisition of shares of the company by Promoter & Promoter group:

**1. Balvantsinh Chandansinh Rajput:**

<i>Sr. No.</i>	<i>Nature of Transaction</i>	<i>Date of Acquisition / (Disposal)</i>	<i>Number of shares acquired / (sold)</i>	<i>Price (Rs. Per share)</i>
1	Cash (Allotment)	December 29, 1992	10	10
2	Cash (Allotment)	March 22, 1994	15,990	10
3	Cash (Allotment)	March 11, 1995	60,000	10
4	Cash (Allotment)	March 28, 1995	30,000	10
5	Cash (Transfer)	September 10, 1997	33,000	10
6.a	Cash (Allotment)	March 9, 1998	250,000	10
6.b	Cash (Allotment)	March 9, 1998	155,000	10
7	Cash (Allotment)	March 6, 1999	425,000	10
8	Cash (Allotment)	March 31, 2000	265,000	10
9	Cash (Allotment)	July 20, 2000	750,000	10
10	Cash (Allotment)	December 30, 2000	500,000	10
11	Bonus (Allotment)	March 28, 2007	500,005	10
12	Bonus (Allotment)	March 28, 2007	741,995	10
13	Transfer (Gift)	August 10, 2007	22,500	10
The issued, subscribed and fully paid Equity Shares of the Company comprising of 2,63,79,000 Equity Shares of the face value of Rs. 10, each aggregating to Rs. 26,37,90,000 be subdivided into 13,18,95,000 Equity Shares of the face value of Rs. 2 each.				
14	Market Purchase	06.05.2013	10020	20.74
15	Market Purchase	06.05.2013	11360	20.41
16	Market Purchase	07.05.2013	16100	20.11
17	Market Purchase	07.05.2013	11500	20.15
18	Market Purchase	08.05.2013	13486	19.92
19	Market Purchase	08.05.2013	10467	19.88
20	Market Purchase	09.05.2013	975	19.65
21	Market Purchase	03.06.2013	24511	19.23



22	Market Purchase	04.06.2013	7550	19.26
23	Market Purchase	05.06.2013	5010	19.34
24	Market Purchase	05.06.2013	5582	19.00
25	Market Purchase	06.06.2013	19020	19.05
26	Market Purchase	06.06.2013	18000	19.02
27	Market Purchase	07.06.2013	5000	18.80
28	Market Purchase	07.06.2013	6500	18.81
29	Market Purchase	10.06.2013	10000	18.57
30	Market Purchase	10.06.2013	14860	18.47
31	Market Purchase	11.06.2013	10000	18.34
32	Market Purchase	11.06.2013	19510	18.25
33	Market Purchase	12.06.2013	12500	17.71
34	Market Purchase	12.06.2013	12500	17.72
35	Market Purchase	13.06.2013	11250	17.37
36	Market Purchase	13.06.2013	13750	17.40
37	Market Purchase	14.06.2013	5000	17.54
38	Market Purchase	14.06.2013	5000	17.54
39	Market Purchase	17.06.2013	11250	17.92
40	Market Purchase	17.06.2013	11250	17.92
41	Market Purchase	18.06.2013	6250	17.74
42	Market Purchase	18.06.2013	11575	17.62
43	Market Purchase	19.06.2013	6250	17.74
44	Market Purchase	19.06.2013	6250	17.74
45	Market Purchase	24.06.2013	6250	17.54
46	Market Purchase	24.06.2013	6250	17.54
47	Market Purchase	25.06.2013	11250	16.89
48	Market Purchase	25.06.2013	11250	16.89
49	Market Purchase	26.06.2013	6250	17.04
50	Market Purchase	26.06.2013	6250	17.14
51	Market Purchase	27.06.2013	5000	16.34
52	Market Purchase	27.06.2013	5000	16.34
53	Market Purchase	02.07.2013	2500	17.54



54	Market Purchase	02.07.2013	2500	17.54
55	Market Purchase	03.07.2013	10000	16.79
56	Market Purchase	03.07.2013	10000	16.78
57	Market Purchase	04.07.2013	12500	16.94
58	Market Purchase	04.07.2013	12500	16.94
59	Market Purchase	05.07.2013	14857	16.67
60	Market Purchase	05.07.2013	10000	16.69
61	Market Purchase	08.07.2013	10000	16.20
62	Market Purchase	08.07.2013	10000	16.24
63	Market Purchase	09.07.2013	12500	16.78
64	Market Purchase	09.07.2013	12500	16.78
65	Market Purchase	10.07.2013	25000	17.31
65	Market Purchase	11.07.2013	6250	17.95
66	Market Purchase	11.07.2013	6250	17.94
67	Market Purchase	12.07.2013	15175	16.88
68	Market Purchase	12.07.2013	16250	16.75
69	Market Purchase	15.07.2013	6250	16.84
70	Market Purchase	15.07.2013	6750	16.93
71	Market Purchase	16.07.2013	6250	16.54
72	Market Purchase	16.07.2013	6250	16.54
73	Market Purchase	17.07.2013	6250	16.54
74	Market Purchase	17.07.2013	6250	16.54
75	Market Purchase	18.07.2013	6250	16.04
76	Market Purchase	18.07.2013	6250	15.93
77	Market Purchase	19.07.2013	7550	15.45
78	Market Purchase	19.07.2013	8750	15.35
76	Market Purchase	22.07.2013	6250	15.23
79	Market Purchase	22.07.2013	6250	15.23
80	Market Purchase	23.07.2013	18750	15.53
81	Market Purchase	23.07.2013	18750	15.50
82	Market Purchase	24.07.2013	15200	14.64
83	Market Purchase	24.07.2013	50936	14.76



84	Market Purchase	25.07.2013	12500	15.23
85	Market Purchase	25.07.2013	25000	15.28
86	Market Purchase	26.07.2013	15000	14.95
87	Market Purchase	26.07.2013	15524	14.95
88	Market Purchase	29.07.2013	12550	15.33
89	Market Purchase	29.07.2013	12500	15.33
90	Market Purchase	30.07.2013	12500	15.23
91	Market Purchase	30.07.2013	12500	15.23
92	Market Purchase	16.08.2013	798	14.85
93	Market Purchase	19.08.2013	12500	15.38
94	Market Purchase	19.08.2013	13077	15.38
95	Market Purchase	20.08.2013	12963	15.02
96	Market Purchase	20.08.2013	12500	15.03
97	Market Purchase	21.08.2013	12500	15.53
98	Market Purchase	21.08.2013	12500	15.53
99	Market Purchase	22.08.2013	13000	14.55
100	Market Purchase	22.08.2013	13000	14.55
101	Market Purchase	23.08.2013	2550	15.44
102	Market Purchase	23.08.2013	2500	15.44
103	Market Purchase	26.08.2013	2500	15.13
104	Market Purchase	26.08.2013	2500	15.13
105	Market Purchase	29.08.2013	765	15.06
106	Market Purchase	30.08.2013	199	14.90
107	Market Purchase	02.09.2013	3074	15.06
108	Market Purchase	02.09.2013	2650	15.04
109	Market Purchase	03.09.2013	2500	15.84
110	Market Purchase	03.09.2013	2500	15.69
111	Market Purchase	24.09.2013	7250	17.14
112	Market Purchase	24.09.2013	7250	17.54
113	Market Purchase	26.09.2013	7500	17.34
114	Market Purchase	26.09.2013	7500	17.37
115	Market Purchase	27.09.2013	7500	16.63



116	Market Purchase	27.09.2013	7000	16.64
117	Market Purchase	24.12.2013	12500	15.43
118	Market Purchase	24.12.2013	12500	15.58
119	Market Purchase	26.12.2013	12500	16.04
120	Market Purchase	26.12.2013	12500	16.04
121	Market Purchase	02.01.2014	3750	18.29
122	Market Purchase	02.01.2014	3750	18.29
123	Market Purchase	07.01.2014	5000	18.04
124	Market Purchase	08.01.2014	1250	18.24
125	Market Purchase	28.01.2014	12500	16.07
126	Market Purchase	28.01.2014	12500	16.13
127	Market Purchase	31.01.2014	5000	15.58
128	Market Purchase	31.01.2014	5000	15.94
129	Market Purchase	03.02.2014	12500	15.90
130	Market Purchase	03.02.2014	12500	15.90
131	Market Purchase	04.02.2014	500000	16.73
132	Market Purchase	26.02.2014	25000	12.02
133	Market Purchase	03.03.2014	49808	11.51
134	Market Purchase	04.03.2014	12500	11.77
135	Market Purchase	04.03.2014	12500	11.77
136	Market Purchase	05.03.2014	16711	11.54
137	Market Purchase	05.03.2014	18502	11.54
138	Market Purchase	06.03.2014	12600	11.53
139	Market Purchase	06.03.2014	12500	11.53
140	Market Purchase	10.04.2014	500000	14.03
141	Purchase-Inter-se transfer of equity shares amongst promoters	14.06.2016	2500000	15.96
142	Purchase-Inter-se transfer of equity shares amongst promoters	15.06.2016	4000000	16.50



143	Purchase-Transmission of Share	29.10.2018	270000	8.15
144	Purchase-Inter-se transfer of equity shares amongst promoters	05.02.2019	6500000	18.60
145	On Market Sale	16.08.2019	(25086)	12.80
146	On Market Sale	19.08.2019	(180976)	12.83
147	On Market Sale	20.08.2019	(211329)	12.79
148	On Market Sale	21.08.2019	(215583)	12.86
149	On Market Sale	22.08.2019	(251860)	12.79
150	On Market Sale	23.8.2019	(250719)	12.70
151	On Market Sale	26.08.2019	(264447)	12.65
	<b>TOTAL</b>		<b>32944515</b>	

## 2. Bhikhiben Balvantsinh Rajput

<i>Sr. No.</i>	<i>Nature of Transaction</i>	<i>Date of Acquisition / (Disposal)</i>	<i>Number of shares acquired / (sold)</i>	<i>Price (Rs. Per share)</i>
1	Cash (Allotment)	December 29, 1992	10	10
2	Cash (Allotment)	March 22, 1994	10990	10
3	Cash (Allotment)	March 11, 1995	20000	10
4	Cash (Transfer)	September 10, 1997	29000	10
5	Cash (Allotment)	March 9, 1998	405000	10
6	Cash (Allotment)	March 6, 1999	425,000	10
7	Cash (Transfer)	March 6, 1999	60,500	10
8	Cash (Allotment)	March 31, 2000	262,500	10
9	Cash (Allotment)	July 20, 2000	750,000	10
10	Cash (Allotment)	December 30, 2000	500,000	10
11	Bonus (Allotment)	March 28, 2007	506,255	Bonus
12	Bonus (Allotment)	March 28, 2007	298,730	Bonus
13	Bonus (Allotment)	March 28, 2007	426,515	Bonus
14	Transfer (Gift)	August 10, 2007	96000	Nil



The issued, subscribed and fully paid Equity Shares of the Company comprising of 2,63,79,000 Equity Shares of the face value of Rs. 10, each aggregating to Rs. 26,37,90,000 be subdivided into 13,18,95,000 Equity Shares of the face value of Rs. 2 each.

15	Purchase-Inter-se transfer of equity shares amongst promoters	17.09.2019	10965000	15.40
	<b>Total</b>		<b>29917500</b>	

3. **Dharmendrasinh Balvantsinh Rajput:**

<i>Sr. No.</i>	<i>Nature of Transaction</i>	<i>Date of Acquisition / Disposal</i>	<i>Number of shares acquired / sold</i>	<i>Price (Rs. Per share)</i>
1	Market Purchase	31.08.2012	18000	45.78
2	Market Purchase	31.08.2012	17000	45.42
3	Market Purchase	03.09.2012	5000	45.20
4	Market Purchase	03.09.2012	5000	44.95
5	Market Purchase	04.09.2012	2801	44.43
6	Market Purchase	04.09.2012	2000	45.32
7	Market Purchase	07.09.2012	50000	43.64
8	Market Purchase	07.09.2012	50000	43.79
9	Market Purchase	17.09.2012	25000	41.94
10	Market Purchase	17.09.2012	25000	42.00
11	Market Purchase	18.09.2012	25000	41.54
12	Market Purchase	20.09.2012	25000	39.90
13	Market Purchase	20.09.2012	25000	40.70
14	Market Purchase	25.09.2012	25000	42.79
15	Market Purchase	25.09.2012	25000	42.79
16	Market Purchase	27.09.2012	49700	43.75
17	Market Purchase	27.09.2012	25000	43.24
18	Market Purchase	01.10.2012	25000	45.66
19	Market Purchase	05.10.2012	25000	47.81
20	Market Purchase	05.10.2012	25000	48.26





21	Market Purchase	10.10.2012	25000	45.70
22	Market Purchase	10.10.2012	25000	46.15
23	Market Purchase	25.03.2013	1646	19.02
24	Market Purchase	26.03.2013	25000	19.76
25	Market Purchase	26.03.2013	3714	19.80
26	Market Purchase	28.03.2013	25194	19.74
27	Market Purchase	01.04.2013	25050	20.39
28	Market Purchase	03.04.2013	12500	21.70
29	Market Purchase	03.04.2013	12500	21.44
30	Market Purchase	08.04.2013	12500	21.50
31	Market Purchase	10.04.2013	11770	20.03
32	Market Purchase	10.04.2013	11799	20.02
33	Market Purchase	16.04.2013	19150	21.40
34	Market Purchase	17.04.2013	10900	39.30
35	Market Purchase	17.04.2013	20000	11.68
36	Market Purchase	25.04.2013	25000	21.58
37	Market Purchase	25.04.2013	25000	22.26
38	Market Purchase	26.04.2013	25000	21.24
39	Market Purchase	26.04.2013	25000	21.60
40	Market Purchase	03.06.2013	15000	19.70
41	Market Purchase	03.06.2013	15057	19.15
42	Market Purchase	04.06.2013	2500	18.94
43	Market Purchase	04.06.2013	2500	19.00
44	Market Purchase	06.06.2013	14500	19.00
45	Market Purchase	06.06.2013	14252	19.02
46	Market Purchase	07.06.2013	7000	18.82



47	Market Purchase	10.06.2013	10000	18.59
48	Market Purchase	11.06.2013	6009	18.39
49	Market Purchase	13.06.2013	5000	17.54
50	Market Purchase	14.06.2013	9662	17.44
51	Purchase-Inter-se transfer amongst promoters and Promoters Group of Company	19.09.2019	7500000	15.70
52	Purchase-Inter-se transfer amongst promoters and Promoters Group of Company	25.09.2019	6252349	16.85
53	Purchase-Inter-se Transfer amongst promoter group	24.12.2019	623765	14.90
		<b>Total</b>	<b>15293818</b>	

#### 4. Profitline Securities Pvt Ltd:

<i>Sr. No.</i>	<i>Nature of Transaction</i>	<i>Date of Acquisition / (Disposal)</i>	<i>Number of shares acquired / (sold)</i>	<i>Price (Rs. Per share)</i>
1	Cash Allotment	October 21, 2002	1225000	10
2	Bonus (Allotment)	March 28, 2007	612500	10
The issued, subscribed and fully paid Equity Shares of the Company comprising of 2,63,79,000 Equity Shares of the face value of Rs. 10, each aggregating to Rs. 26,37,90,000 be subdivided into 13,18,95,000 Equity Shares of the face value of Rs. 2 each.				
3	Purchase-Inter-se Transfer amongst promoter & Promoter group	03.12.2019	6575000	15.25
		<b>TOTAL</b>	<b>15762500</b>	

- (k) CONFIRMATION THAT THERE ARE NO DEFAULTS SUBSISTING IN THE REPAYMENT OF DEPOSITS, REDEMPTION OF DEBENTURES OR PREFERENCE SHARES OR REPAYMENT OF TERM LOANS TO ANY FINANCIAL INSTITUTIONS OR BANKS:



The Company confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or banks.

- (l) CONFIRMATION THAT THE BOARD HAS MADE FULL ENQUIRY INTO THE AFFAIRS AND PROSPECTS OF THE COMPANY AND THAT THEY HAVE FORMED THE OPINION TO THE EFFECT THAT THE COMPANY, AFTER BUYBACK WILL CONTINUE TO BE ABLE TO MEET ITS LIABILITIES AND WILL NOT BE RENDERED INSOLVENT:

Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- (a) That immediately following the date of the Board Meeting held on 16th June, 2020 and the date on which the results of the postal ballot will be declared, there will be no grounds on which the Company can be found unable to pay its debts;
- (b) That as regards the Company's prospects for the year immediately following the date of the board meeting as well as the year immediately following the date on which the results of the postal ballot will be declared, approving the Buyback and having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting approving the Buyback or within a period of one year from the date on which the results of the postal ballot will be declared, as the case may be;
- (c) In forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act (including prospective and contingent liabilities).
- (m) AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:
- (a) The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- (b) The Company shall not raise further capital for a period of six months from the closure of Buy-back Offer, except in discharge of its subsisting obligations or such period as may be applicable under extant regulations (as per the provisions of the Companies Act, issue of shares by way of bonus shares or in the discharge of subsisting obligations into equity shares are not covered by this restriction);
- (c) The special resolution approving the Buyback will be valid for a maximum period of twelve months from the date of passing the said special resolution (or such extended period as may be permitted under the Companies Act or the Buyback Regulations or



- by the appropriate authorities). The exact time table for the Buyback shall be decided by the Board (or its duly constituted Committee) within the above time limits;
- (d) The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
  - (e) The Company shall not withdraw the Buyback Offer after the draft letter of offer is filed with SEBI or public announcement of the Buyback Offer is made; and
  - (f) The Company shall not buyback locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable.
  - (g) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

Statutory Auditor's Report in respect of the proposed buy-back of equity shares by Gokul Refoils and Solvent Limited ('the Company') in terms of clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, ("Buy-back Regulations").

Date: 16.06.2020

To,  
Board of Directors  
Gokul Refoils and Solvent Limited  
State Highway No 41, Near Sujapur Patia,  
Sidhpur, Gujarat, 384151

1. This Report is issued in accordance with the terms of our service scope.
2. In connection with the proposal of the Company to buy-back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("Act") and Buy-back Regulations, and in terms of the resolution passed by the Board of Directors of the Company in their meeting held on 16.06.2020, ("Board Meeting"), we have been engaged by the Company to perform a reasonable or limited assurance as applicable on the reporting criteria, specified in paragraph 5 of this report.

#### Board of Directors Responsibility

3. The preparation of the statement of determination of the permissible capital payment (including premium) towards buy-back of Equity Shares ("Statement"), as set out in Annexure A hereto, initialed by us for identification purpose only, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting and the date of the Letter of Offer.

#### Auditor's Responsibility

5. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance on the following ("Reporting Criteria"):
  - (i) Whether we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended 31 March 2020;
  - (ii) if the amount of permissible capital payment (including premium) as stated in Annexure A for the proposed buy-back of equity shares, has been properly determined considering the audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March 2020 in accordance with Section 68(2) of the Act; and Regulation 5 of the Buy-back Regulations; and
  - (iii) Whether the Board of Directors in their meeting dated 16.06.2020 has formed the opinion, as specified in Clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.
6. The standalone and consolidated financial statements referred to in paragraph 5 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued an unqualified audit report dated 16.06.2020. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (the "Guidance note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion



9. Based on our examination as above and the information and explanations given to us, in our opinion:
- a) that the proposed amount of capital payment of Rs. 39.48 Crores (Rupees Thirty Nine Crore fourty eight lacs only )for the buy-back of 3.29 Crores equity shares in question does not exceed the permissible capital payment which is Rs. 6443.25 Lakhs /- (Rupees Six Thousand four hundred and forty three Lakhs and Twenty five thousand Only), as determined in the statement of determination of the permissible capital payment towards buy-back of equity shares, as stated in Annexure A, is properly determined in accordance with Section 68 of the Act; and
  - b) that the Board of Directors in their meeting held on 16.06.2020 have formed the opinion, as specified in clause (x) of Schedule I of the Buy-back Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 16.06.2020.

#### Restriction on Use

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buy-back Regulations solely to enable them to include it (a) in the Public Announcement to be made to the members of the Company, (b) in the Draft Letter of Offer and (c) Letter of Offer to be filed with the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies as required by the Buy-back Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For M. M. THAKKAR & CO.  
Chartered Accountants  
(Registration No: 110905W)  
Darshak M Thakkar  
Partner  
Membership No:103762  
Place: Rajkot  
Date: 16.06.2020



## Annexure A

Statement of determination of the permissible capital payment (including premium) towards buy-back of equity shares (“Statement”) in accordance with Section 68(2) of the Companies Act, 2013

(Amounts in INR Lakhs)

Particulars	Standalone	Consolidated
Total paid-up share capital and free reserves as on March 31, 2020 based on the audited standalone financial statements of the Company [A]	2,637.90	2,637.90
Free reserves, comprising of:		
- Securities premium account	379.05	379.05
- Surplus / (Deficit) in the statement of profit and loss	16,517.21	21151.06
- General Reserves	6,238.84	6,238.84
Total free reserves [B]	23135.10	27768.95
Total paid-up share capital and free reserves (sum of A & B)	25773.00	30406.85
Maximum amount permissible for buyback under Section 68 of the Act, i.e. 25% of the total paid up capital and free reserves	6443.25	7601.71

For any clarifications related to the Buyback process, the equity shareholders may contact the following:

Abhinav Mathur  
Company Secretary & Compliance officer  
Gokul Refoils and Solvent Limited  
State Highway No 41, Near Sujapur Patia,  
Sidhpur, Gujarat, 384151  
Tel: 91-2767-222075  
Email: abhinav.mathur@gokulgroup.com

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its equity shareholders. The Directors, therefore, recommend passing of the special resolution as set out in the accompanying Notice for approval of the members through Postal Ballot.



None of the Directors, Key Managerial Personnel of the Company or their relatives, in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company.

**Regd.Office:  
State Highway No. 41,  
Nr. Sujanpura Patia,  
Sidhpur, Patan-384 151,  
Gujarat**

**Ahmedabad, June 16, 2020**

**By Order of the Board of Directors  
For, Gokul Refoils and Solvent Limited**

**Sd/-  
Abhinav Mathur  
Company Secretary  
ACS. No 22613**