

July 6, 2016

BSE Limited
25th Floor, P. J. Towers,
Dalal Street,
MUMBAI – 400 001
(Company Code: 505714)

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
MUMBAI – 400 051
(Company Code: GABRIEL)

Dear Sirs,

Sub: Notice of 54th Annual General Meeting

Pursuant to the provisions of Regulation 30 of SEBI (LODR) Regulations, 2015, please find attached the Notice of 54th Annual General Meeting of the Company scheduled to be held on Friday, July 29, 2016.

We request you to take the above information on record and kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For Gabriel India Limited



Nilesh Jain
Company Secretary



Encl : a/a

Notice

Notice

NOTICE is hereby given that the Fifty Fourth Annual General Meeting of the members of GABRIEL INDIA LIMITED will be held at the Auditorium, Gabriel India Limited, 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune 410 501, Maharashtra on Friday, July 29, 2016 at 2.30 p.m. to transact the following businesses :

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and Reports of Board of Directors and Auditors thereon.
2. To declare final dividend for the financial year 2015-16.
3. To appoint a Director in place of Mrs. Anjali Singh (DIN: 02082840), who retires by rotation and being eligible offers herself for re-appointment.
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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for time being in force) M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (Registration No. 105102W), be and are hereby appointed as the Statutory Auditors of the Company to hold the office for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting until the conclusion of Fifty Ninth Annual General Meeting of the Company, subject to ratification of their appointment by the members at every Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company.

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

Special Business

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 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Mr. Jagdish Kumar (DIN: 00318558) who was appointed as an additional Director of the Company by the Board of Directors with effect from November 3, 2015 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, in respect of whom the Company has received from a member a notice in writing under Section 160 of the Act along with a deposit of Rs. 1,00,000/- (Rupees one lac only) proposing his candidature for the office of Director, be and is hereby appointed as a non-executive and non-independent Director of the Company, liable to retire by rotation.

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

6. To Consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the Articles of Association of the Company and such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the re-appointment of Mr. Manoj Kolhatkar (DIN : 03553983), as Managing Director (‘MD’) of the Company for a period of 5 (five) years with effect from May 27, 2016 upto May 26, 2021 on such terms and conditions including remuneration viz. Salary, allowances, perquisites, incentives, benefits and amenities as set out hereunder, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to determine, alter or vary the terms and conditions and/or remuneration, subject to the same not exceeding the limit specified under Section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force :

Notice

Notice (Contd.)

- A. (i) Salary : Not exceeding Rs. 9 Lacs per month. (Basic Salary and Annual Increment therein to be decided by the Board within the above ceiling).
- (ii) Special Allowance : As may be decided by the Board of Directors from time to time which shall not attract provident fund, gratuity and superannuation etc.
- B. Perquisites (including allowances) :
- | | |
|--|-------------------------------|
| (i) Housing : Furnished / Unfurnished residential accommodation or house rent allowance in lieu thereof | Limit : As per Company's Rule |
| (ii) Medical Reimbursement | Limit : As per Company's Rule |
| (iii) Leave Travel Allowance for MD and his family viz. his spouse, dependent children and dependent parents | Limit : As per Company's Rule |
| (iv) Club Fees (No life membership or admission fees to be paid) | Limit : maximum two clubs |
| (v) Personal Accident Insurance Premium | Limit : As per Company's Rule |
| (vi) Contribution to Provident Fund, Superannuation Fund / National Pension System and Gratuity | Limit : As per Company's Rule |
| (vii) Encashment of leave not availed of | Limit : As per Company's Rule |
| (viii) Provision of car and telephone facilities | Limit : As per Company's Rule |
| (ix) Any other benefits, amenities and facilities including educational allowance for a child | Limit : As per Company's Rule |
- C. Management Incentive Bonus : Limit : As per Company's Scheme
- D. Special Bonus : As per Company's Scheme
- E. Mr. Manoj Kolhatkar shall not divulge or disclose or use for his own purpose or any other purpose any information or knowledge or trade secret of the Company.
- F. Subject to the superintendence, control and direction of the Board, Mr. Manoj Kolhatkar shall exercise and perform such powers and duties as the Board of Directors shall determine from time to time.
- G. The appointment is terminable by either party giving the other six months' notice in writing.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits (as provided in Schedule V to the Act) of the Company in any financial year, during the term of office of the Managing Director, the remuneration by way of Salary, allowances, perquisites, incentives, benefits and amenities shall not, without the approval of the Central Government (if required) exceed the limits prescribed under the Schedule V to the Act (including any statutory modifications or re-enactment thereof, for time being in force).

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

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting ("AGM") may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. The instrument appointing a Proxy, in order to be effective, must be duly filled, stamped and signed and must reach the Registered Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting. A Proxy Form for AGM is enclosed in the Annual Report.
2. A person can act as a proxy on behalf of Members of not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the AGM.
4. Members are requested to bring their attendance slip duly filled and signed mentioning therein details of their DP ID and Client ID/ Folio No. The attendance slip for AGM is enclosed in the Annual Report.

*Notice***Notice** (Contd.)

5. In case of joint holders attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 23, 2016 to Friday, July 29, 2016 (both days inclusive).
7. Dividend, as may be declared by the members at the meeting, will be paid to those members whose names stand on the Company's Register of Members as on Friday, July 22, 2016. In respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories as at the end of business on Friday, July 22, 2016.
8. Members please be informed that respective bank details and address, as registered with the Company furnished by them or by NSDL / CDSL to the Company for shares held in the physical certificate form and in the dematerialized form respectively, will be printed on their dividend warrants as a measure of protection to members against fraudulent encashment.

Members holding shares in dematerialized form may note that bank particulars registered against their respective depository account will be used by the Company for the payment of dividend. The Company or its Registrar and Transfer Agent, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the member.

9. Members holding shares in physical certificate form are requested to notify / send the following to the Company's Registrars and Share Transfer Agents, Karvy Computershare Private Limited (Unit: Gabriel India Limited) at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500032, (Tel. 040 23312454 / 23320751 / 752 / 251 ; Fax : 040 23311968, 23323049, email : einward.ris@karvy.com) to facilitate better servicing :
 - i) Any change in their address / mandate / bank details,
 - ii) Particulars of their bank account, in case the same have not been furnished earlier, and
 - iii) Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.

Members holding shares in dematerialized form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts.

10. Members holding shares in physical certificate form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Company or Karvy Computershare Pvt. Ltd. for assistance in this regard.
11. Members seeking any information with regard to the Financial Accounts are requested to write to the Company on or before July 22, 2016, to the attention of the Company Secretary at nilesh.jain@gabriel.co.in, so as to enable the Company to keep the information ready.
12. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed amount of final dividend for the financial year 2007-08 to the Investor Education and Protection Fund established by the Central Government on August 26, 2015.

Members who have not encashed their dividend warrants for the financial year ended March 31, 2009, or any subsequent years are requested to lodge their claim with the Company's Share Transfer Agents, Karvy Computershare Private Limited.

Members are informed that no claims shall lie in this respect once the unclaimed dividend is transferred to the Investor Education and Protection Fund.

13. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 30, 2015 (date of the last Annual General Meeting) on the website of the IEPF (www.iepf.gov.in) as also on the website of the Company (www.gabrielindia.com).
14. Members who hold shares in physical certificate form can nominate a person in respect of all the shares held by them singly or jointly, by providing details to the Share Transfer Agent of the Company in the prescribed form.

Members holding shares in dematerialized form may contact their respective Depository Participant(s) for recording nomination in respect of their shares.

Notice

Notice (Contd.)

15. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
16. To promote green initiative, members holding shares in demat form are requested to register their e-mail addresses through their Depository Participant and members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, by providing the details as per the below mentioned format, for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

Name of the Shareholder(s):	
Client Id & DP Id. / Folio No. :	
Email address:	
Mobile No.(optional):	

17. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in the Item Nos. 5 and 6 above and additional particulars of Directors retiring by rotation and eligible for appointment / re-appointment pursuant to Regulation 36 of Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (SEBI (LODR) Regulations, 2015) are mentioned in the **Annexure A & B**.
18. Members may also note that the Notice of the AGM and the Annual Report for FY2016 will also be available on the Company's website www.gabrielindia.com for their download.
19. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days upto the date of the AGM.
20. Facility for voting (through electronic means and by Poll) :

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the AGM, by electronic means from a place other than venue of the AGM ("remote e-voting") and the business may be transacted through such voting. Members are requested to note that remote e-voting is optional.

The facility for voting by poll shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for determining the eligibility to vote by remote e-voting or in the AGM shall be **July 22, 2016**.

The facility of casting vote through remote e-voting shall be provided by Karvy Computershare Pvt. Ltd. through their e-voting platform. In this regard, your Demat Account / Folio Number has been enrolled by the Company for your participation in remote e-voting on resolution(s) placed by the Company on e-voting system. The instructions for e-voting are mentioned in this Notice.

The Notice of the AGM of the Company inter-alia indicating the process and manner of e-voting along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://evoting.karvy.com> or <http://www.gabrielindia.com/Investor>

The remote e-voting period commences on Tuesday July 26, 2016 at 9.00 a.m. and ends on Thursday, July 28, 2016 at 5.00 p.m. During this period, the members of the Company, holding shares either in physical certificate form or in dematerialized form, as on the aforesaid cut-off date, may opt for remote e-voting. 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.

Any person, who acquired the shares of the Company and becomes member of the Company after dispatch of AGM Notice and holding shares as on the aforesaid cut-off date may obtain the login ID and password by sending a request at E-mail ID: einward.ris@karvy.com.

Notice

Notice (Contd.)

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the aforesaid cut-off date.

The Company has appointed Ms. Savita Jyothi, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The instructions for E-Voting are as under:

- i. To use the following URL for E-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials i.e. User ID and Password mentioned in E-voting instructions. Your Folio No./DP ID Client ID will be Your User ID.

User ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the Company
Password	In case of shareholders who have not registered their email addresses, their User ID and Password mentioned in E-voting instructions.
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons

- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one uppercase (A-Z), one lowercase (a-z), one numeric value (0-9) and a special character.
The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. "Gabriel India Limited".
- vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off date will appear. If you desire to cast all the votes assenting /dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above.
You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed.
- x. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPEG) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail savitajyoti@yahoo.com.
- xii. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- xiii. The Portal will remain open for voting from: Tuesday, July 26, 2016 at 9.00 a.m. and ends on Thursday, July 28, 2016 at 5.00 p.m. E-Voting shall not be allowed beyond said time.
- xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. S. V. Raju of Karvy Computershare Pvt. Ltd. at 040 6716 2222 or at 1800 345 4001 (toll free).

*Notice***Notice** (Contd.)

The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or a person authorised by her in writing who shall countersign the same.

The scrutinizer shall submit her report to the Chairperson or a person authorised by her, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website: www.gabriel.co.in and on the website of Karvy: <https://evoting.karvy.com>, and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the annual general meeting of the Company Scheduled to be held on Friday, July 29, 2016.

Registered Office:
29th Milestone, Pune-Nashik Highway,
Village Kuruli, Taluka Khed,
Pune - 410 501, Maharashtra, India
CIN: L34101PN1961PLC015735

By Order of the Board of Directors

Place: New Delhi
Date: May 20, 2016

Nilesh Jain
Company Secretary

ANNEXURE A**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013
ITEM NO. 5****Appointment of Mr. Jagdish Kumar**

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on November 3, 2015 had appointed Mr. Jagdish Kumar as an Additional Director on the Board of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), Mr. Jagdish Kumar holds office upto the date of the ensuing Annual General Meeting.

He is not dis-qualified from being appointed as director in terms of Section 164 of the Act and has consented to act as a director of the Company.

The Company has received a notice in writing pursuant to provision of Section 160 of the Act and the Rules made thereunder, regarding candidature of Mr. Jagdish Kumar for the office of Director.

Mr. Jagdish Kumar is a Commerce graduate from Sri Ram College of Commerce, University of Delhi and PGDM from Indian Institute of Management, Bangalore with specialization in Finance. He brings with him a vast experience of over 27 years in leadership and Board Management roles across Asia-Pacific. He has an established track record of delivering firm business results through careful planning, speedy execution and building organization talent.

Prior to joining ANAND Group, Mr. Jagdish Kumar was the Regional Director, Strategy and M&A, Asia Pacific for DuPont. He has also worked for companies like CMC Limited, Tata Consultancy Services and Ballarpur Industries. His extensive experience in corporate finance, M&A leading profit centers and handling multiple Joint Ventures in Asia-Pacific is invaluable for the group. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as a Director.

Brief resume of Mr. Jagdish Kumar as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached and forms part of this Notice.

The Board recommends the resolution set out at Item No. 5 for the approval of members to be passed as an Ordinary Resolution.

Except Mr. Jagdish Kumar, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution.

Notice

Notice (Contd.)**ITEM NO. 6.****Appointment of Mr. Manoj Kolhatkar**

Mr. Manoj Kolhatkar was appointed as Joint Managing Director of the Company w.e.f. May 27, 2011 for a period of 5 years and was elevated as Managing Director w.e.f. September 11, 2011 by the members in their meeting held on July 28, 2011. His tenure as Managing Director of the Company is upto May 26, 2016.

Mr. Manoj Kolhatkar graduated in Mechanical Engineering from VNIT, Nagpur in 1989. He has also done a diploma in Business Management from University of Pune.

He began his career at TATA Motors and has more than 26 years of experience in the automotive Industry, having spent over 22 years with the TATA Group. Prior to joining Gabriel India Limited, he was CEO of TACO – Interiors and Plastics Division and Tata Yazaki which is now known as Yazaki Corporation.

He has an expertise in General Management. He is a member of the ANAND Executive Committee and ANAND Management Committee and serves on the Boards of two other auto component companies of ANAND Group. He also heads the Corporate Materials portfolio for the Group and Group Business Development.

During his tenure as Managing Director, the Company has improved its Profit after Tax from 4.2 % to 5.3 % i.e. a growth of 9% CAGR from financial year 2011-12 to 2015-16 and improvement in ROCE from 20.6 % to 26.8 %. He has also successfully re-structured the organization into Strategic Business Units to enhance product and customer focus in various segments of auto industry. During his tenure, the Company has inaugurated a full-fledged R&D centre in Hosur for two & three wheelers segment and increased its investment in R&D and testing facilities which has been resulted in successful product launches and awards from customers. Under his leadership, the Company has been consistently ranked among “Great Place to Work” in the auto components industry for the year 2012, 2015 and 2016.

Considering the contribution of Mr. Kolhatkar in the growth of the Company during his tenure, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 20, 2016, has re-appointed Mr. Kolhatkar as Managing Director of the Company for a further period of 5 (five) years effective from May 27, 2016 on terms and conditions including remuneration as set out in the Resolution proposed under this Item of the Notice.

Brief resume of Mr. Manoj Kolhatkar as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached and forms part of this Notice.

The Board recommends the resolution set out at Item No. 6 for the approval of members to be passed as Special Resolution.

Except Mr. Manoj Kolhatkar, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution.

ANNEXURE – B**Details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.****Mrs. Anjali Singh**

Name of Director	Anjali Singh
Date of Birth	10.08.1981
Date of Appointment	18.09.2014
Expertise in Functional Area	Entrepreneur
Qualifications	Bachelor's and Master's degree from the prestigious Central Martin's School of Art and Design in London.
List of other Listed Companies in which Directorships held	Nil
List of other Listed Companies in which Membership/ chairmanships of Board Committees held	Nil
Shareholding in the Company	6,41,942 equity shares

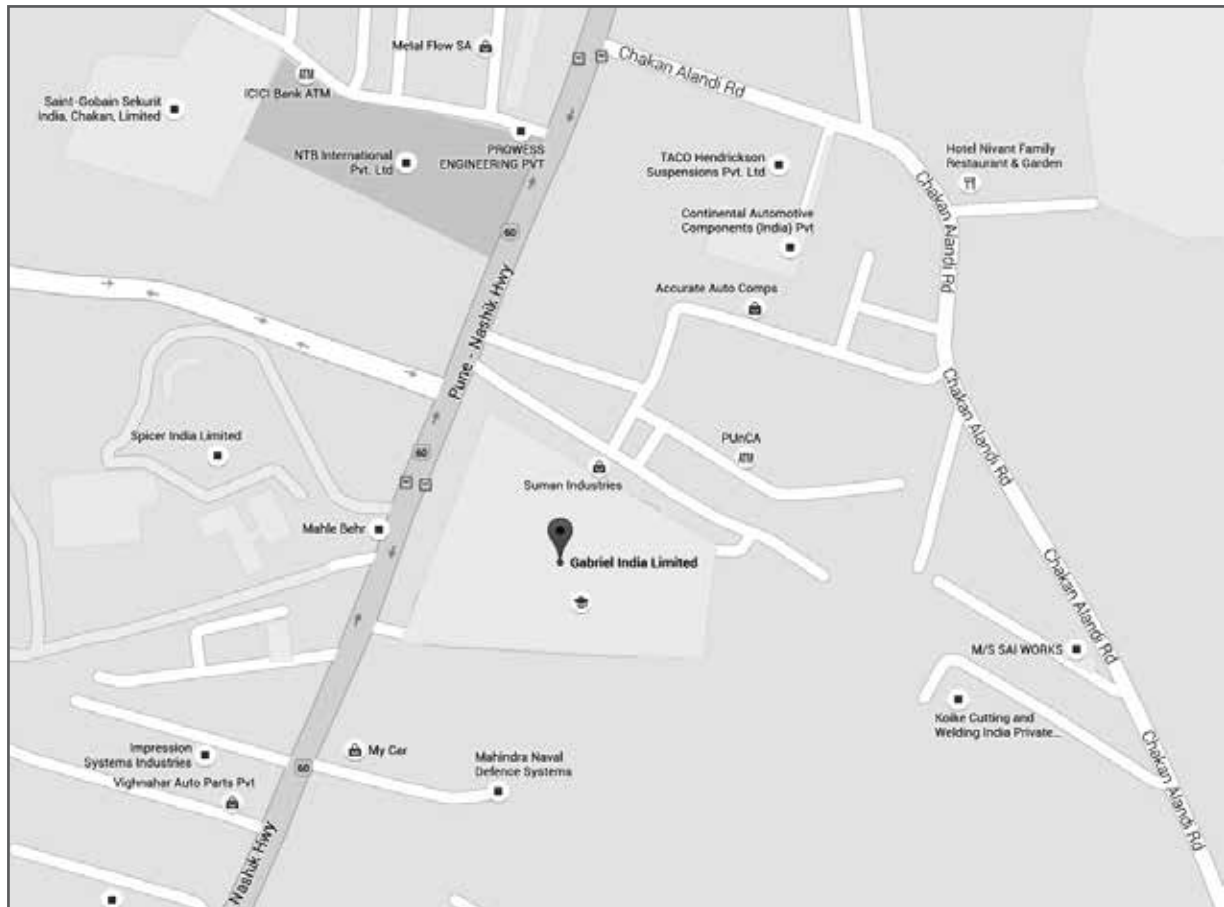
Notice

Notice (Contd.)**Mr. Jagdish Kumar**

Name of Director	Jagdish Kumar
Date of Birth	16.01.1964
Date of Appointment	03.11.2015
Expertise in Functional Area	Finance
Qualifications	Commerce graduate and PGDM from Indian Institute of Management, Bangalore with specialization in Finance.
List of other Listed Companies in which Directorships held	Nil
List of other Listed Companies in which Membership/ chairmanships of Board Committees held	Nil
Shareholding in the Company	Nil

Mr. Manoj Kolhatkar

Name of Director	Manoj Kolhatkar
Date of Birth	29.07.1968
Date of Appointment	28.07.2011
Expertise in Functional Area	General Management
Qualifications	B.E., D.B.M
List of other Listed Companies in which Directorships held	Nil
List of other Listed Companies in which Membership/ chairmanships of Board Committees held	Nil
Shareholding in the Company	4,000 equity shares

Road map of AGM Venue

GABRIEL**GABRIEL INDIA LIMITED**

CIN : L34101PN1961PLC015735

Regd. Office: - 29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501, Maharashtra, India

Ph. No. +91 (2135) 610793, Fax No. +91 (2135) 610796

Email Id: secretarial@gabriel.co.in, Website: www.gabrielindia.com

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.]

54th Annual General Meeting – July 29, 2016

Name of the Member(s) : _____

Registered address : _____

E-mail ID : _____

Folio No. / Client ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

DP ID

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I /We, being the member(s) holding _____ shares of the above named company, hereby appoint

Name : _____ Email : _____

Address : _____

Signature _____ or failing him / her

Name : _____ Email : _____

Address : _____

Signature _____ or failing him / her

Name : _____ Email: _____

Address : _____ Signature _____

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 54th Annual General Meeting of the Company to be held on Friday, July 29, 2016, at 2.30 p.m. at Auditorium, Gabriel India Limited, 29th Milestone, Pune – Nashik Highway, Village – Kuruli, Taluka – Khed, Pune – 410 501 , Maharashtra , India and at any adjournment thereof in respect of such resolutions as are indicated below :

Proxy Form

Resolution No.	Resolution(s)	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business:				
1	To receive, consider and adopt Audited Financial Statements of the Company for the Financial year ended March 31, 2016 and Reports of Board of Directors and Auditors thereon.			
2	To declare final dividend for the financial year 2015-16.			
3	To appoint a Director in place of Mrs. Anjali Singh (DIN: 02082840), who retires by rotation and being eligible offers herself for re-appointment.			
4	To appoint M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (Registration No. 105102W) as Statutory Auditors of the Company to hold the office for a period of 5 (Five) consecutive years from the conclusion of this Annual General Meeting.			
Special Business:				
5	To appoint Mr. Jagdish Kumar (DIN: 00318558) as Non-Executive Director, eligible to retire by rotation.			
6	To re-appoint Mr. Manoj Kolhatkar (DIN : 03553983), as Managing Director of the Company for a period of 5 (five) years with effect from May 27, 2016.			

Signed this _____ day of _____ 2016.

Signature of the member

Signature of the proxy holder(s)

Affix
revenue stamp
of not less than
Re. 1/-

Notes :

1. This form, in order to be effective, should be duly stamped , completed , signed and deposited at the registered office of the Company , not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain Column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he /she may deem appropriate.

GABRIEL**GABRIEL INDIA LIMITED**

CIN : L34101PN1961PLC015735

Regd. Office: - 29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501, Maharashtra, India

Ph. No. +91 (2135) 610793, Fax No. +91 (2135) 610796

Email Id: secretarial@gabriel.co.in, Website: www.gabrielindia.com

ATTENDANCE SLIP54th Annual General Meeting – July 29, 2016

Registered Folio no. / DP ID no. / Client ID no.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number of Shares held

--	--	--	--	--	--	--	--	--	--

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 54th Annual General Meeting of the Company at the Auditorium, Gabriel India Limited 29th Milestone, Pune – Nashik Highway, Village – Kuruli, Taluka – Khed, Pune – 410501, Maharashtra, India, on Friday, July 29, 2016, at 2.30 p.m.

Name of the member / proxy
(in BLOCK letters)

Signature of the members / proxy

Note:

Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM

*Attendance Slip***IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Reports can be sent by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents can also be downloaded by the members from the Company’s website i.e. www.gabrielindia.com. To support this green initiative of the Government in full measure, members who have not registered their e-mail address so far, are requested to register their e-mail address by sending e-mail to secretarial@gabriel.co.in with subject as ‘E-mail for Green Initiative’ mentioning their Folio No. / DP Id & Client Id. Members holding shares in electronic form may register / update their e-mail address with the Depository through their concerned Depository Participant(s).