

Date: August 19, 2016

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

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

Scrip Code: 539725

Symbol: GOKULAGRO

Dear Sir/ Madam,

Sub: Notice of 2nd Annual General Meeting of the Company

This is with reference to the above mentioned subject and in terms of applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of notice of the 2nd Annual General Meeting of the Company scheduled to be held on Friday, September 16, 2016 at 10.00 AM at HOTEL EULOGIA INN, behind Silver Gardenia Apartment, Opp. Safal Vivian Bungalow, Nr. Gota Bridge, S. G. Highway Ahmedabad- 382481.

Kindly take the same on your records and acknowledge the receipt thereof.

Thanking You,

For, Gokul Agro Resources Ltd.


Chinari Jethwani
Company Secretary & Compliance Officer



NOTICE

NOTICE is hereby given that the 2nd Annual General Meeting of the Members of Gokul Agro Resources Limited will be held on Friday, September 16, 2016 AT 10.00 AM at HOTEL EULOGIA INN, Behind Silver Gardenia Apartments, Opp. Safal Vivian Bungalow, Near Gota Bridge, S.G. Highway, Ahmedabad - 382481 to transact the following Businesses:

Ordinary Business:

1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Kanubhai Thakkar (DIN 00315616), who retires by rotation and being eligible offers himself for re-appointment.
3. Ratification for Appointment of Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s Surana Maloo & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 112171W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business:

4. Appointment of Mr. Jayesh Thakkar (DIN 03050068) as a Jt. Managing Director:

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

"RESOLVED THAT Mr. Jayesh Thakkar (DIN 03050068), who was appointed as an Additional Director with effect from June 9, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section

160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Members be and is hereby accorded for the appointment of Mr. Jayesh Thakkar (DIN 03050068) as Jt. Managing Director of the Company for a period of 5 years with remuneration in the slab of Rs. 5,00,000-2,00,000-15,00,000 with effect from June 9, 2016 with such terms and conditions and payment of remuneration as Jt. Managing Director are approved as under:

RESOLVED FURTHER THAT the Board of Directors of the Company / Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure as may be agreed to between the Board of Directors and Mr. Jayesh Thakkar (DIN 03050068) subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or subject to approval of the Central Government or such other authority.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jayesh Thakkar (DIN 03050068) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule-V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the remuneration, benefits and perquisites as fixed by the Board be paid to Mr. Jayesh Thakkar (DIN 03050068), as minimum remuneration notwithstanding the absence or inadequacy of profit in the financial year, during the term of his office as Jt. Managing Director of the Company.

RESOLVED FURTHER THAT Mr. Jayesh Thakkar (DIN 03050068) be and is hereby authorized to sign any papers, application, documents, forms and includes the execution of Deeds, Power of Attorney, agreements, memorandums, amendments thereof, representation, declarations, undertakings, confirmations, verifications, affidavits, transfers, assignments, contracts, obligations, certificates, requisite forms, and such other instruments of whatever nature as are or may be necessary, expedient or usual and withdraw them, if need be and to do and perform all acts whatsoever that may be necessary which may be required in the matter and relating under any Indian Act either it falls under State and Central Government jurisdiction or local authority and if necessary, represent before these authorities for and on



behalf of the Company and also delegate such authority to any person as and when required.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to provide certified true copy of this resolution to any competent authority as the need may arise."

5. Appointment of Mr. Ashutosh Bhambhani (DIN 07163125) as Whole-time Director:

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

"RESOLVED THAT Mr. Ashutosh Bhambhani (DIN 07163125), who was appointed as an Additional Director with effect from June 9, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendation of the Board Governance, Nomination and Remuneration Committee, approval of members and pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of Members of the Company be and is hereby accorded to the appointment of Mr. Ashutosh Bhambhani (DIN 07163125), as Whole-time Director of the Company for the term of five years with effect from June 09, 2016 with the monthly remuneration of Rs. 1,10,000 (Rs. One lakh ten thousand) (hereinafter referred to as "remuneration") and upon the terms and conditions, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ashutosh Bhambhani.

RESOLVED FURTHER THAT the Board of Directors of the Company / Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions of appointment including remuneration structure as may be agreed to between the Board of Directors and Mr. Ashutosh Bhambhani (DIN 07163125) subject to the limits within such guidelines or amendments as may be made to the Companies Act, 2013 or subject to approval of the Central Government or such other authority.



RESOLVED FURTHER THAT the remuneration payable to Mr. Ashutosh Bhambhani (DIN 07163125) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule-V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the remuneration, benefits and perquisites as fixed by the Board be paid to Mr. Ashutosh Bhambhani (DIN 07163125), as minimum remuneration notwithstanding the absence or inadequacy of profit in the financial year, during the term of his office as Whole-time Director of the Company.

RESOLVED FURTHER THAT Mr. Ashutosh Bhambhani be and is hereby authorized to sign any papers, application, documents, forms and includes the execution of Deeds, Power of Attorney, agreements, memorandums, amendments thereof, representation, declarations, undertakings, confirmations, verifications, affidavits, transfers, assignments, contracts, obligations, certificates, requisite forms, and such other instruments of whatever nature as are or may be necessary, expedient or usual and withdraw them, if need be and to do and perform all acts whatsoever that may be necessary which may be required in the matter and relating under any Indian Act either it falls under State and Central Government jurisdiction or local authority and if necessary, represent before these authorities for and on behalf of the Company and also delegate such authority to any person as and when required.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to provide certified true copy of this resolution to any competent authority as the need may arise."

6. Appointment of Mr. Keyoor Bakshi (DIN 00133588) as an Independent Director:

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

RESOLVED THAT Mr. Keyoor Bakshi (DIN 00133588), who was appointed as an Additional Director with effect from June 9, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in



force, Mr. Keyoor Bakshi (DIN 00133588), Director of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of this Meeting AND THAT he shall not be liable to retire by rotation."

7. Appointment of Mr. Mangharam Kotak (DIN 07529998) as an Independent Director:

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

"RESOLVED THAT Mr. Mangharam Kotak (DIN 07529998), who was appointed as an Additional Director with effect from June 9, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Mr. Mangharam Kotak (DIN 07529998), Director of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of this Meeting AND THAT he shall not be liable to retire by rotation."

8. Appointment of Ms. Pooja Yadav (DIN 07511176) as an Independent Director:

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

"RESOLVED THAT Ms. Pooja Yadav (DIN 07511176), who was appointed as an Additional Director with effect from June 9, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her



candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force, Ms. Pooja Yadav (DIN 07511176), Director of the Company, in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of this Meeting AND THAT she shall not be liable to retire by rotation."

9. Ratification of Appointment and Remuneration of Cost Auditor:

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

RESOLVED THAT pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Cost Audit and Record) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) ("the Act") and approval by the Board of Directors at their meeting dated June 10, 2016, the consent of the Company be and is hereby accorded for ratification of the below remuneration to M/s Priyank Patel & Associates, Cost Accountants as the Cost Auditors of the Company for the Financial Year 2016-17 for remuneration at Rs. 35,000/- plus out of pocket expenses & Service Tax as applicable to conduct the audit of the cost accounting records for all the manufacturing facilities of the Company.

By order of the Board of Directors

Date : August 12, 2016

Place : Ahmedabad


Chinari Jethwani
Company Secretary

Regd. Office:

B-402, Shapath Hexa,
Nr. Ganesh Meridian,
Opp. Gujarat High Court, Sola,
Ahmedabad - 380 060
CIN-U15142GJ2014PLC080010



NOTES:

1. The Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of Item No. 4, 5, 6, 7, 8 and 9 of the notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment and re-appointment as Director under Item No. 2, 4, 5, 6 and 7 of the Notice, are also annexed.
2. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate 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 proxy and such person shall not act as a proxy for any other person or shareholder.

3. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.
4. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/S Link Intime India Private Limited for assistance in this regard. In case shares held in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP).
5. Members, Proxies and Authorized Representatives are requested to bring their copy of Annual Report at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will be closed from September 9, 2016 to September 15, 2016 (both days inclusive) for the purpose of Annual General Meeting.
7. Pursuant to the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by



submitting Form No. SH-13. Members holding shares in physical form may submit the same to M/S Link Intime India Private Limited, Registrar and Transfer Agent. Members holding shares in electronic form may submit the same to their respective depository participant.

8. Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. The Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
10. 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. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.gokulagro.com.
11. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
12. The board of directors has appointed Mr. Chirag Shah of M/s. Chirag Shah & Associates, Practicing Company Secretaries (Membership No. FCS 5545) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
13. The Procedure and instructions for remote e-voting are as under:
 1. The voting period begins on September 13, 2016 at 9.00 AM and ends on September 15, 2016 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 (record date) of September 9, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 2. Log on to the e-voting website www.evotingindia.com



3. Click on "**Shareholders**" to cast your votes.
4. Now, fill up the following details in the appropriate boxes.

User- ID:	<ol style="list-style-type: none"> 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 the Folio Number registered with the Company.
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5. Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com then your existing password is to be used.

6. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	<p>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.</p>
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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



8. Members holding shares in physical form will then reach directly 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of the Company i.e. **160820005**
11. 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 and click on Submit.
12. Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote. Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
15. If 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.
16. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
17. Instructions for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
18. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website www.gokulagro.com and on the website of CDSL i.e www.cdslindia.com within three days of passing of Resolutions at the 2nd Annual General Meeting and shall also be communicated to the Stock Exchanges where the Shares of the Company are listed.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Company : Gokul Agro Resources Limited

Regd. Office : B-402, Shapath Hexa,
Nr. Ganesh Meridian,
Opp. Gujarat High Court, Sola,
Ahmedabad – 380 060
CIN-U15142GJ2014PLC080010
E-mail ID: chinar.cs@gokulagro.com

E-voting Agency : Central Depository Services (India) Limited
E-mail ID : helpdesk.evoting@cdslindia.com
Phone:022-22723333/8588

Scrutinizer : CS Chirag Shah
Practicing Company Secretary
E-mail ID : pcschirag@gmail.com



EXPLANATORY STATEMENT

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

Item No. 4

Mr. Jayesh Thakkar (DIN 03050068) was appointed as an Additional Director of the Company w.e.f. June 9, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 Mr. Jayesh Thakkar holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing his candidature for appointment as Managing Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Jayesh Thakkar on the Board is desirable and would be beneficial to the Company and hence recommends resolution No. 4 for adoption. Mr. Jayesh Thakkar is deemed to be interested in the said resolution as it relates to his appointment. Mr. Kanubhai Thakkar (DIN 00315616), being immediate relative of Mr. Jayesh Thakkar, is interested and concerned in the resolution for his appointment as Managing Director. None of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolution. The Board recommends resolutions under Item No. 4 to be passed as an ordinary resolution.

Item No. 5

Mr. Ashutosh Bhambhani (DIN 07163125) was appointed as an Additional Director of the Company w.e.f. June 9, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 Mr. Ashutosh Bhambhani holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing his candidature for appointment as Whole-time Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Ashutosh Bhambhani on the Board is desirable and would be beneficial to the Company and hence recommends resolution No. 5 for adoption. Mr. Ashutosh Bhambhani is deemed to be interested in the said resolution as it relates to his appointment. None of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolution. The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution.

Item No. 6

Mr. Keyoor Bakshi (DIN 00133588) was appointed as an Additional Director of the Company w.e.f. June 9, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies



Act, 2013 Mr. Keyoor Bakshi holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing his candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Keyoor Bakshi on the Board is desirable and would be beneficial to the Company and hence recommends resolution No. 6 for adoption. Mr. Keyoor Bakshi is deemed to be interested in the said resolution as it relates to his appointment. None of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolution. The Board recommends resolutions under Item No. 6 to be passed as an ordinary resolution.

Item No. 7

Mr. Mangharam Kotak (DIN 07529998) was appointed as an Additional Director of the Company w.e.f. June 9, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 Mr. Mangharam Kotak holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing his candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Mangharam Kotak on the Board is desirable and would be beneficial to the Company and hence recommends resolution No. 7 for adoption. Mr. Mangharam Kotak is deemed to be interested in the said resolution as it relates to his appointment. None of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolution. The Board recommends resolutions under Item No. 7 to be passed as an ordinary resolution.

Item No. 8

Ms. Pooja Yadav (DIN 07511176) was appointed as an Additional Director of the Company w.e.f. June 9, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 Ms. Pooja Yadav holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing her candidature for appointment as an Independent Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Ms. Pooja Yadav on the Board is desirable and would be beneficial to the Company and hence recommends resolution No. 8 for adoption. Ms. Pooja Yadav is deemed to be interested in the said resolution as it relates to his appointment.



None of the other Director and Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the said resolution. The Board recommends resolutions under Item No. 8 to be passed as an ordinary resolution.

Item No. 9

The Board has approved the appointment and remuneration of M/s Priyank Patel & Co., Cost Accountants, Ahmedabad as Cost Auditor to conduct the audit of cost records maintained by the Company in respect of edible oil products for the financial year ending March 31, 2016 at a remuneration of Rs. 35,000/- plus service tax and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9

By order of the Board of Directors

Date : August 12, 2016
Place : Ahmedabad

Chinar Jethwani
Chinar Jethwani
Company Secretary

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