

July 14, 2017

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)

Sub: Notice of 55th Annual General Meeting

Dear Sirs,

Pursuant to the provisions of Regulation 30 of SEBI (LODR) Regulations, 2015, please find attached the Notice of 55th Annual General Meeting of the Company scheduled to be held on Tuesday, August 08, 2017.

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

Thanking you,

Yours faithfully,

For Gabriel India Limited


Nilesch Jain
Company Secretary



Encl : a/a

Notice

NOTICE is hereby given that the Fifty Fifth 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 Tuesday, August 08, 2017 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, 2017 and Reports of Board of Directors and Auditors thereon.
2. To declare final dividend for the financial year 2016-17.
3. To appoint a Director in place of Mr. Jagdish Kumar (DIN: 00318558), who retires by rotation and being eligible offers himself 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 Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the resolution passed by the members at the Fifty Fourth Annual General Meeting held on July 29, 2016, in respect of appointment of the auditors M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (Registration No. 105102W), for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting (AGM) until the conclusion of Fifty Ninth Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. B. K. Khare & Co., as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Fifty sixth AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company for the Financial Year ending March 31, 2018 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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 a **Special Resolution** :

“RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), the approval be and is hereby accorded for re-classification of Mrs. Kiran J Anand and Ms. Devika Anand including their shareholdings in the Company, from promoter category to Non-promoter category.

RESOLVED FURTHER THAT the promoters seeking re-classification:

- along with promoter group entities and person acting in concert does not hold more than 10% of the paid-up capital of the Company.
- does not hold any special rights through formal or informal agreements / arrangements.
- along with their relatives as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 2(77) of the Companies Act, 2013 and rules prescribed thereunder, does not / shall not act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

and since the above conditions are being fulfilled Mrs. Kiran J Anand and Ms. Devika Anand shall cease to be the promoters of the Company upon passing of this resolution.

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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.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.”

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

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) 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 change in designation of Mrs. Anjali Singh (DIN : 02082840), as Executive Chairperson of the Company for a period of 5 (five) years with effect from May 15, 2017 upto May 14, 2022 on such terms and conditions including remuneration 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 ceiling specified under Section 197 read with Schedule V to the Companies Act, 2013 for a whole-time Director (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force:

- | | | |
|--|---|--|
| A. Salary | : | ₹ 16.5 Lacs per month
for the period May 15, 2017 to March 31, 2018.
Future Annual Increment therein to be decided by the Board within the overall ceiling prescribed under Section 197(1) of the Companies Act, 2013 |
| B. Perquisites | : | |
| (i) Gratuity | | Limit : As per Company’s Rule |
| (ii) Provision of car and telephone facilities | | Limit : As per Company’s Rule |
| C. Variable Compensation | : | Commission not exceeding 1% of net profits as defined under Companies Act, to be decided by the Board within the above ceiling |
| D. | | In addition to the above remuneration she will continue to receive remuneration and/or commission from Asia Investments Pvt. Ltd. (Holding Company) as per the terms of Section 197(14) of the Companies Act 2013 and within the overall ceiling prescribed under 197(1) of the Companies Act, 2013. |
| E. | | She shall not divulge or disclose or use for her 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, she 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 her term of office, 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).

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RESOLVED FURTHER THAT during her tenure she shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director be and is hereby authorized to execute the necessary agreement, if any, with Mrs. Anjali Singh, and severally authorised to take all such steps as may be necessary, proper or expedient and do all other acts, deeds, matters and things necessary to give effect to this resolution.”

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

“**RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 and all other applicable provisions, if any, or any statutory modifications or re-enactment thereof the Company, in supersession of the earlier resolution dated August 08, 2014, do hereby authorise the payment of commission at the rate upto 1% of the net profits of the Company in each year to be paid annually to the Directors of the Company other than Director who are in the whole-time employment, for a further period of five years commencing from the financial year starting from April 01, 2017 and that such commission may be divided amongst such Directors and in such manner or proportion as may be decided by the Board.

RESOLVED FURTHER THAT the aforesaid commission shall be excluded of the fees payable to such Directors for the meetings of the Board or committees of the Board attended by such Directors.

RESOLVED FURTHER THAT the Board of Directors 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.
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 Wednesday, August 02, 2017 to Tuesday, August 08, 2017 (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 Tuesday, August 01, 2017. 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 Tuesday, August 01, 2017.

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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 Agents, 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 members.

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 Private Limited 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 August 01, 2017, to the attention of the Company secretary at secretarial@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 2008-09 and Interim Dividend for the financial year 2009-10 to the Investor Education and Protection Fund established by the Central Government on September 29, 2016 and December 23, 2016, respectively.

Members who have not encashed their dividend warrants for the financial year ended March 31, 2010, or any subsequent years are requested to lodge their claim with the Company's Share Transfer Agents, Karvy Computershare Private Limited.

Further, Section 124(6) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 requires that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in name of IEPF and be credited to Demat Account of the Authority.

Members are informed that no claims shall lie once the unclaimed dividend are 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 29, 2016 (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).

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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.

15. The Notice of the AGM along with the Annual Report 2016-17 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 No. 5 to 7 above and additional particulars of Directors retiring by rotation and eligible for appointment /re-appointment pursuant to Regulation 36 of 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 FY 2016-17 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 at the 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 August 01, 2017.

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The facility of casting vote through remote e-voting shall be provided by Karvy Computershare Private Limited 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 Saturday, August 05, 2017 at 9.00 a.m. and ends on Monday, August 07, 2017 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.

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 where in 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.

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- 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: Saturday, August 05, 2017 at 9.00 a.m. and ends on Monday, August 07, 2017 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 Private Limited at 040-67161500 or at 1800 345 4001 (toll free).

The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days from the conclusion of the meeting, 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 authorized by her in writing who shall countersign the same.

The scrutinizer shall submit her report to the Chairperson or a person authorized 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.gabrielindia.com 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 Tuesday August 08, 2017.

Registered Office:
29th Milestone, Pune-Nashik Highway,
Village Kuruli, Taluka Khed,
Pune - 410 501, Maharashtra, India
Place: New Delhi
Date: May 15, 2017

By Order of the Board of Directors

Nilesh Jain
Company Secretary

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ANNEXURE A EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013.

ITEM NO. 5

Re-classification of Mrs. Kiran J Anand and Ms. Devika Anand as Non-promoters

The members may note that Mrs. Kiran J Anand and Ms. Devika Anand, who forms part of the promoter group have requested to be classified as Non-Promoters and they will not be a part of promoter's group of the Company upon passing of this resolution as duly agreed by them in their letters addressed to the Company for reclassifying them as Non Promoters.

Pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of the shareholders is required for reclassification of promoters as Non-promoters.

They do not hold any interest in the Company other than their shareholding. Mrs. Kiran J Anand holds 818,760 (0.57%) equity shares and Ms. Devika Anand holds 550,236 (0.38%) equity shares of Re. 1 each as on date of passing of this Notice.

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

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.

ITEM NO. 6

Appointment of Mrs. Anjali Singh as Executive Chairperson of the Company for a term of five years

Mrs. Anjali Singh was appointed as an additional Non-Executive Director of the Company w.e.f September 18, 2014. She was appointed as Non-Executive Director and as Chairperson of the Company in the Annual General Meeting held on July 20, 2015. Since then, Mrs. Singh is actively providing guidance to the Company.

Mrs. Singh is Chairperson of The ANAND Supervisory Board, the apex governing body of the Group. She holds direct responsibility for the Partnerships, Governance and strategic direction of the Group, a position she has held since 2011. For over a decade she has been involved in managing joint-venture partnership relationships, which has been cornerstone of the Group's success. She has also been actively involved with Infrastructure, Environment, Health and Safety, Internal Audit and other key HR initiatives at ANAND including the ANAND Leadership Development Program. Under her stewardship, the 'brand' SUJÁN has become a respected player in the Luxury hotel business.

To execute the strategic priorities of the Company and drive its growth agenda, the Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on May 15, 2017 accord consent to appoint her as Executive Chairperson to draw on her expertise for matters relating to business growth and formulation of strategy in various matters including Merger & Acquisitions, future technical tie-ups, long term financial and Human Resource Policies, strengthening of Brand etc., for a term of five years from May 15, 2017 to May 14, 2022, at a remuneration as recommended by the Nomination and Remuneration Committee in terms of ceiling provided under Section 197 of the Companies Act, 2013 as set out in the Resolution proposed under this Item of the Notice.

Brief resume of Mrs. Anjali Singh 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 Mrs. Anjali Singh, 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

ITEM NO. 7

Payment of Commission to Non-executive Directors

In terms of Sections 197 of the Companies Act, 2013 a commission in aggregate upto 1% of the net profit of the Company computed in manner laid down in Section 198 of the Companies Act, 2013, can be paid each year amongst the Directors who are neither Managing Directors nor the Whole-time Directors of the Company. In the Annual General Meeting held on August 08, 2014, the members had renewed the approval for payment of said commission to the Non-executive Directors. To continue to avail of the benefits of professional expertise and business exposures of the eminent personalities on the Board of the Company, it is proposed to give authority to the Board for approving the payment of said commission amongst such Directors and in such manner or proportion, as may be decided by the Board, for a further period of five years commencing from the financial year starting from April 01, 2017.

This commission shall be in addition to the fee payable to the Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board.

The Board recommends the resolution set out at Item No.7 for the approval of members to be passed as Special Resolution.

Except Non-executive Directors, 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 SEBI (LODR) Regulations, 2015.

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 Memberships/ Chairmanships of Board Committees held	Nil
Shareholding in the Company	Nil

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	Bachelors 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 Memberships/ Chairmanships of Board Committees held	Nil
Shareholding in the Company	6,41,942

Road map of AGM Venue



GABRIEL

GABRIEL INDIA LIMITED

CIN : L34101PN1961PLC015735

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

55th Annual General Meeting – August 08, 2017

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 55th Annual General Meeting of the Company to be held on Tuesday, August 08, 2017, 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 :

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, 2017 and Reports of Board of Directors and Auditors thereon.			
2	To declare final dividend for the financial year 2016-17.			
3	To appoint a Director in place of Mr. Jagdish Kumar (DIN No. 00318558), who retires by rotation and being eligible offers himself for re-appointment.			
4	To ratify the appointment of M/s. B.K. Khare & Co., Chartered Accountants as Statutory Auditors to hold office from the conclusion of this Meeting upto the 56th Annual General Meeting of the Company.			
Special Business:				
5	To consider and approve promoters re-classification of Mrs. Kiran J Anand and Ms. Devika Anand.			
6	To consider and approve appointment of Mrs. Anjali Singh as Executive Chairperson of the Company for a term of five years			
7	To consider and approve payment of commission to Non-executive Directors			

Signed this _____ day of _____ 2017.

Signature of the member

Signature of the proxy holder(s)

Affix
Revenue
stamp of not
less than
₹ 1/-

Notes :

- 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.
- 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 INDIA LIMITED

CIN : L34101PN1961PLC015735

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

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

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

ATTENDANCE SLIP

55th Annual General Meeting – August 08, 2017

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

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Number of Shares held :

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

I hereby record my presence at the 55th Annual General Meeting of the Company at the Auditorium, Gabriel India Limited, 29th Milestone, Pune – Nashik Highway, Village – Kuruli, Taluka – Khed, Pune – 410 501, Maharashtra, India on Tuesday, August 08, 2017, 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

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).