

July 13, 2018

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 56th Annual General Meeting

Dear Sirs,

Pursuant to the provisions of Regulation 30 of SEBI (LODR) Regulations, 2015, please find attached the Notice along with Annual Report of 56th Annual General Meeting of the Company scheduled to be held on Wednesday, August 08, 2018.

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

GABRIEL

GABRIEL INDIA LIMITED
29th Milestone, Pune Nashik Highway
Village Kuruli, Taluka Khed
Pune - 410 501
Maharashtra, India

NOTICE

NOTICE is hereby given that the Fifty Sixth 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 Wednesday, August 08, 2018 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, 2018, Reports of Board of Directors and Auditors thereon.
2. To declare final dividend for the financial year 2017-2018.
3. To appoint a Director in place of Mrs. Anjali Singh (DIN No. 02082840), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED THAT Mr. Pradeep Banerjee (DIN : 02985965) who was appointed as an additional director with effect from December 14, 2017 on the board of the Company pursuant to Section 149 and 161 and other related provisions of the Companies Act 2013, Companies (Management and Administration) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non- executive Independent director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director, the Chief Financial Officer and the Company Secretary of the Company be and is hereby authorised, individually, to take such steps as may be necessary, desirable or expedient to give effect to this resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.”

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 Ms. Prem Anand and Mr. Kuldip Chand Anand including their shareholdings in the Company, from Promoter category to Non-promoter category.

RESOLVED FURTHER THAT the said promoters seeking re-classification:

- along with promoter group entities and person acting in concert does not / shall 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 Ms. Prem Anand and Mr. Kuldip Chand Anand shall cease to be the Promoters of the Company upon passing of this resolution.

RESOLVED FURTHER THAT the Managing Director, the Chief Financial Officer and the Company Secretary of the Company be and is hereby authorised, individually, to take such steps as may be necessary, desirable or expedient to give effect to this resolution including filing of necessary application / forms / returns, if any with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.”

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 Thursday, August 02, 2018 to Wednesday, August 08, 2018 (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 Wednesday, August 01, 2018. 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 Wednesday, August 01, 2018.
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 :
 - a. Any change in their address / mandate / bank details,
 - b. Particulars of their bank account, in case the same have not been furnished earlier, and
 - c. 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, 2018, 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 2009-10 and Interim Dividend for the financial year 2010-11 to the Investor Education and Protection Fund established by the Central Government on November 28, 2017 and January 30, 2018, respectively.

Members who have not encashed their dividend warrants for the financial year ended March 31, 2011, 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. Accordingly, the Company has transferred such shares relevant to unpaid or unclaimed final dividend for the financial year 2009-10 and Interim Dividend for the financial year 2010-11 to the Demat Account of the Authority. Members are informed that they can recover their shares by approaching IEPF Authority.

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 August 08, 2017 (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.
15. The Notice of the AGM along with the Annual Report 2017-18 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. 4 to 5 above and additional particulars of Directors retiring by rotation and eligible for appointment / re-appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 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 FY2017-18 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 August 01, 2018.

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 Sunday, August 05, 2018 at 9.00 a.m. and ends on Tuesday, August 07, 2018 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.

- 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 Sunday, August 05, 2018 at 9.00 a.m. and ends on Tuesday, August 07, 2018 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 Wednesday August 08, 2018.

Registered Office:

29th Milestone, Pune-Nashik Highway,
Village Kuruli, Taluka Khed,
Pune - 410 501, Maharashtra, India
Place: New Delhi
Date: May 11, 2018

By Order of the Board of Directors

Nilesh Jain
Company Secretary

Annexure A

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

ITEM NO. 4

Appointment of Mr. Pradeep Banerjee

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee had appointed Mr. Pradeep Banerjee as an additional Non- Executive Independent Director on the Board of the Company w.e.f. December 14, 2017.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), Mr. Pradeep Banerjee 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 non-executive independent 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. Pradeep Banerjee for the office of Director

Mr. Pradeep Banerjee is Bachelor of Technology from Indian Institute of Technology, Delhi. He graduated with distinction in Chemical Technology. He is Director on the Board of Hindustan Unilever Limited ('HUL') and has wide experience and exposure of 37 years. He is Chairman of Confederation of Indian Industry National Committee (Intellectual Property), Convenor of Confederation of Indian Industry National Working Group on Plastic Waste Management and a member of Confederation of Indian Industry National Committee on Environment. Since 1980 he is associated with HUL. He started his career as Technical Management Trainee at HUL and headed various manufacturing operations in different HUL factories. He was appointed as Managing Director of Nepal Lever Limited (a HUL JV). He held senior position in several departments at HUL and currently is VP Supply Chain South Asia ensuring end to end Supply Chain (Planning, Manufacturing, Outward-bound Logistics) for all products of Unilever and Project Engineering, Environment & Safety in India, Pakistan, Bangladesh, Sri Lanka and Nepal. The Board considers that his association would be of immense benefit to the Company and

it is desirable to avail his services as a Non-executive Independent Director.

Brief resume of Mr. Pradeep Banerjee as stipulated in SEBI (LODR) Regulations, 2015 is attached and forms part of this Notice.

The Board recommends the resolution set out at Item No. 4 for the approval of members to be passed as an Ordinary Resolution.

Except Mr. Pradeep Banerjee, 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. 5

Re-classification of promoters Ms. Prem Anand and Mr. Kuldip Chand Anand as Non-promoters

The members may note that Ms. Prem Anand and Mr. Kuldip Chand 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 (LODR) 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. Ms. Prem Anand holds 1,00,620 equity shares i.e 0.07% and Mr. Kuldip Chand Anand holds 16,93,196 equity shares i.e 1.18% of Rs. 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.

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.

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
Mr. Pradeep Benerjee	
Name of Director	: Pradeep Benerjee
Date of Birth	: 19.10.1958
Date of Appointment	: 14.12.2017
Expertise in Functional Area	: Technical and Managerial expertise
Qualifications	: Bachelor of Technology from Indian Institute of Technology, Delhi. Graduation with distinction in Chemical Technology.
List of other Listed Companies in which Directorships held	: Hindustan Unilever Limited
List of other Listed Companies in which Membership / chairmanships of Board Committees held.	: Hindustan Unilever Limited
Shareholding in the Company	: Nil

Route map of AGM venue



GABRIEL

GABRIEL INDIA LIMITED

CIN : L34101PN1961PLC015735

Regd. Office: - 29th Milestones, 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.

56th Annual General Meeting – August 08, 2018

Name of the Member(s):

Registered address:

Folio No. / Client ID

DP ID

I/We, being the member(s) ofshares 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 or failing him / her

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company to be held on Wednesday, August 08, 2018, 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 the Financial Statements for the year ended March 31, 2018 and Reports of Board of Directors and Auditors thereon.			
2	To declare final dividend for the financial year 2017-2018.			
3	To appoint a Director in place of Ms. Anjanli Singh (DIN No.02082840), who retires by rotation and being eligible offers herself for re-appointment.			

Special Business:

4	To Consider and Approve appointment of Mr. Pradeep Banerjee as Non-Executive Independent Director			
5	To consider and approve re-classification of promoters Ms. Prem Anand and Mr. Kuldip Chand Anand as Non-promoters			

Signed this day of 2018.

Signature of the member

Signature of the proxy holder(s)

Affix
revenue
stamp of
not less than
Re. 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 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.

