

## **GOKUL SOLUTIONS LIMITED**

**CIN: L74140WB2007PLC127891**

**ADDRESS: 6, LYONS RANGE, FORTUNE CHAMBERS,  
MEZZANINE FLOOR, ROOM NO. 38,  
KOLKATA - 700 001**

### **NOTICE TO MEMBERS**

**NOTICE is hereby** given that the **10th Annual General Meeting** of the Shareholders of **Gokul Solutions Limited** will be held on **Thursday, 27th day of September, 2018** at 11:00 AM at 6, Lyons Range, Fortune Chambers, Mezzanine Floor, Room No. 38, Kolkata – 700 001, West Bengal - India to transact the following business:

#### **ORDINARY BUSINESS**

1. Approval and Adoption of Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2018 along with Auditor's Report and Board's Report:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 including the Balance Sheet as at 31<sup>st</sup> March, 2018 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and Auditors thereon and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

**“RESOLVED THAT** the company do hereby adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2018, the Profit and Loss Statement for the year ended on that date along with Cash Flow Statement, Board's Report and Auditor's Report thereon for the year ending on that date.”

2. Appointment of **M/s Aayush Saraf & Associates**, Chartered Accountants as Statutory Auditor's of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies, 2013 read with the relevant Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and pursuant to the recommendation of the Audit Committee, **M/s. Aayush Saraf & Associates**, Chartered Accountants (**Firm Registration Number – 329898E**), Statutory Auditors of the Company be and are here re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 10<sup>th</sup> Annual General Meeting (AGM) until the conclusion of 15<sup>th</sup> Annual General Meeting (AGM), subject to ratification by the shareholders at every Annual General Meeting of the company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration as may be recommended by the Audit Committee.”

## **SPECIAL BUSINESS**

**To Consider and, if thought fit, to pass with or without modification(s), the following resolutions:**

### **3. As a Special Resolution:**

To appoint **Mr. Anand Kumar Dubey** (DIN 01522064) as the Managing Director of the Company:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made there under read with Schedule V of the said Act (including any statutory modifications and reenactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for the appointment of **Mr. Anand Kumar Dubey (DIN 01522064)**, who was previously appointed as an Additional Director of the Company by the Board of Directors with effect from 15<sup>th</sup> March, 2018, in terms of Section 161(1) of the Act and be and hereby be appointed as an Managing Director, in place of **Mr. Krishna Kumar Mishra (DIN: 05312830)**, of the Company to hold office for five consecutive years for a term up to 26<sup>th</sup> September, 2023.

Regd. Office:  
6, Lyons Range, Fortune Chambers,  
Mezzanine Floor, Room No. 38,  
Kolkata – 700 001  
West Bengal, India

By Order of the Board of Directors

Date: 20<sup>th</sup> August, 2018

Krishna Kumar Mishra  
(Director)

**Notes:**

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the item of Special Business is annexed hereto.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and a proxy need not be a member of the company.
- 3) Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
- 4) Corporate Members are requested to send to the Registered Office of 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 at the Annual General Meeting.
- 5) Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
- 6) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 7) Additional details pursuant to SEBI (Listing Obligation and Disclosure Requirements) 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto. The Directors seeking appointment/re-appointment have furnished the requisite consent and/or declaration for their appointment/re-appointment.
- 8) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21<sup>st</sup> September 2018 to Thursday, 27<sup>th</sup> September 2018 (both days inclusive).
- 9) Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.
- 10) Members are requested to notify immediately any change in their address to the Company.
- 11) Shareholders are requested to quote Registered Folio Number in all the Correspondence with the Company.

## 12) VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
  - (i) The remote e-voting period commences on 24<sup>th</sup> September, 2018 (9:00 am) and ends on 26<sup>th</sup> September, 2018 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - (iii) Click on “Shareholders” tab.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li></ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company Name i.e. GOKUL SOLUTIONS LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533

15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.

16. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 17<sup>th</sup> August, 2018.

17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 20<sup>th</sup> September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

18. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2018, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

19. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

20. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 20<sup>th</sup> September, 2018 are requested to send the written / email communication to the Company at [gokulsolutions@yahoo.com](mailto:gokulsolutions@yahoo.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

21. Mrs. Smita Sharma, practicing Company Secretary (Certificate of Practice Number 6077) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gokulsolutions.com](http://www.gokulsolutions.com) and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchange.

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 3**

- I. Pursuant to the provisions of Section 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made there under read with Schedule V of the said Act (including any statutory modifications and reenactment thereof, for the time being in force) and Listing Agreements, it is required to appoint **Mr. Anand Kumar Dubey** as the Managing Director for a term of five years which further requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.
- II. Mr. Anand Kumar Dubey does not hold any shares by himself or for any other person on a beneficial basis in the Company.
- III. Mr. Anand Kumar Dubey has given a declaration that he satisfies the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.
- IV. In the opinion of the Board, Mr. Anand Kumar Dubey fulfils the conditions specified in the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for his appointment in the capacity of Managing Director of the Company.
- V. The Board considers that his association and guidance would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anand Kumar Dubey as the Managing Director for five consecutive years for a term from 27<sup>th</sup> September 2018 up to 26<sup>th</sup> September 2023, for the approval by the shareholders of the Company.
- VI. Except Mr. Anand Kumar Dubey, being an appointee, 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. 3.



**FORM NO. MGT-11**  
**[Pursuant to Section 105(6) of the Companies Act, 2013 of the**  
**Companies (Management and Administration) Rules, 2014]**

**CIN: L74140WB2008PLC127891**

**NAME OF THE COMPANY: GOKUL SOLUTIONS LIMITED**

**REGD OFFICE: 6, LYONS RANGE, MEZZANINE FLOOR, ROOM NO. 38,**  
**KOLKATA - 700 001.**

**NAME OF THE MEMBER(s):**

**REGISTERED ADDRESS:**

**EMAIL-ID:**

**FOLIO NO. / CLIENT ID:**

**DP ID:**

I/We, being members of.....shares of the above named company, hereby  
appoint

1. Name:.....Address:.....  
.....Email-id.....Signature.....or  
failing him
2. Name:.....Address:.....  
.....Email-id.....Signature.....or  
failing him
3. Name:.....Address:.....  
.....Email-id.....Signature.....or  
failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on Thursday, 27<sup>th</sup> day of September, 2018 at 11.00 AM at 6, Lyons Range, Mezzanine Floor, Room No. 38, Kolkata – 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

P.T.O.

Resolution No.	Resolution	Optional	
Ordinary Business:		For	Against
1.	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors for the financial year ended March, 2018.		
2.	Appointment of Auditors and to fix their remuneration.		
Special Business:			
3.	Appointment of Mr. Anand Kumar Dubey in place of those resigning as the Managing Director of the Company.		

Signed this ..... Day of ..... 2018

Signature of the Shareholder(s) ..... Signature of Proxy(s) .....

Affix Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**GOKUL SOLUTIONS LIMITED**

**CIN: L74140WB2008PLC127891**

**6, LYONS RANGE, MEZZANINE FLOOR, ROOM NO. 38, KOLKATA - 700 001.**

**Email: [gokulsolutions@yahoo.com](mailto:gokulsolutions@yahoo.com) Website: [www.gokulsolutions.com](http://www.gokulsolutions.com)**

**ATTENDANCE SLIP**

**(TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)**

**(ANNUAL GENERAL MEETING - 27<sup>TH</sup> SEPTEMBER, 2018)**

I/We hereby record my/our presence at the Annual General Meeting of "Gokul Solutions Limited" to be held at 6, Lyons Range, Mezzanine Floor, Room No. 38, Kolkata- 700 001 on Thursday, to be held on 27<sup>th</sup> September, 2018 at 11.00 AM.

Full Name of the Member (IN BLOCK LETTER):  
..... Folio No.: ..... DP  
ID: ..... Client ID: .....

Full Name of the Proxy (IN BLOCK LETTER):  
..... Member/Proxy(s) Signature:  
.....

**(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over at the entrance. Duplicate Slip will not be issued at the venue of the meeting)**

**GOKUL SOLUTIONS LIMITED**  
**CIN: L74140WB2008PLC127891**  
**6, LYONS RANGE, MEZZANINE FLOOR, ROOM NO. 38, KOLKATA – 700 001.**  
**Telephone: +91 9883312444,**  
**Email: [gokulsolutions@yahoo.com](mailto:gokulsolutions@yahoo.com) Website: [www.gokulsolutions.com](http://www.gokulsolutions.com)**

**(ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 27-09-2018)**

Name & Registered Address  
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholders,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provision of Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration ) Rules, 2014 as amended by the Companies (management and Administration), Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Thursday 27<sup>th</sup> September, 2018 at 11.00 A.M. at 6, Lyons Range, Mezzanine Floor, Room No. 38 Kolkata – 700 001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PAN/Sequence No.</b>
<b>180823072</b>		

The E-voting facility will be available during the following voting period:

<b>Remote E-Voting Start On</b>	<b>Remote E-Voting End On</b>
24 <sup>th</sup> September, 2018 at 09.00 A.M.(IST)	26 <sup>th</sup> September, 2018 at 05.00 P.M. (IST)

Please read the instructions mentioned in Point No.13 of the Notice before exercising your vote.

By Order of the Board  
**For Gokul Solutions Ltd.**  
**Krishna Kumar Mishra**  
Director

Place :

Date : 20.08.2018

Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form