



Gilada

FINANCE & INVESTMENTS LTD.

CIN:L65910KA1994PLC015981

Ref: BSE/2016-17/04

Date: 26/08/2016

To,
The General Manager
Department of Corporate Services
BSE Limited, 1st Floor, P.J. Tower,
Dalal Street, Mumbai- 400 001

Dear Sir/Madam,

Sub: Notice of AGM and Intimation of cutoff date for remote e-voting and Book closure
Ref : Scrip Code- 538788

This is to inform that the 22nd Annual General Meeting of the Company will be held on Saturday, 24th September, 2016. The Notice of the 22nd Annual General Meeting is attached herewith.

Further we inform that the Company has fixed on Saturday, 17th September, 2016 as the cutoff date to ascertain the shareholders eligibility to cast their vote electronically on all the resolutions of the ensuing 22nd annual general meeting (AGM)

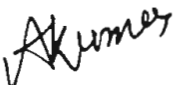
Further we inform that the register of members and the share transfer book will remain close from Monday, 19th September, 2016 to Saturday, 24th September, 2016 (both day inclusive).

Further we inform that E-voting for the purpose of AGM shall be activated from Wednesday, 21st September, 2016 (9:00 a.m. IST) to Friday, 23rd September, 2016 (5:00 p.m. IST)

You are requested to kindly take the above on your records and oblige the same.

Thanking you,

For Gilada Finance and Investments Limited


Ashok Kumar
Company Secretary



Encl: As above.

Regd. Off:

#105, "R.R. Takt" 37, Bhoopsandra,

Main Road, Sanjaynagar, Bangalore - 560 094.

Phone: 080-4062 0000 (30 Lines) **Fax:** 080-4062 0008

E-mail: md@giladagroup.com | rggilada@gmail.com

Website: www.giladagroup.com

Branch :

#18, Chamber Complex, Super Market,

Gulbarga - 585 101. INDIA

Phone: +91.(0)8472.230491

Fax: +91.(0)8472.25356

Email: skg@gilada2group.com

NOTICE

To,
The Shareholders,

NOTICE is hereby given that the Twenty-Second Annual General Meeting of the members of GILADA FINANCE AND INVESTMENTS LIMITED will be held on Saturday, 24th September, 2016 at 11:00 A.M. at Hotel Kanishka, No. 2, II Main Road, Gandhinagar, Bangalore- 560009 to transact the following business:

A. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 including Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To confirm the declaration of payment of Interim Dividend on the Equity Shares during the financial year 2015-2016.
3. To appoint a director in place Ms. Bindu Rajgopal Gilada (DIN: 00392976) who retires by rotation and, being eligible, offers herself for re-appointment.
4. *To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:*

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Order dated 30th June, 2016 issued by the Ministry of Corporate Affairs regarding clarification with respect to rotation of auditors, M/s. Vishnukant Jaju & Associates, Chartered Accountants (Firm Registration No. 014328W), the retiring Auditors, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors."

B. SPECIAL BUSINESS

5. *To consider, and if thought fit, to pass with or without modification s, the following resolution as an ordinary resolution:*

"RESOLVED THAT pursuant to recommendation of the Nomination and Compensation Committee, and approval of the Board and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and enabling provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rajgopal Gilada (holding DIN 00307829), as Managing Director of the Company with effect from 1st July 2016 to June 30, 2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajgopal Gilada.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in such terms of remuneration so as to not exceed the limits specified in overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule –V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Compensation Committee, and approval of the Board and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and enabling provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sampatkumar Shankarlal Gilada (holding DIN 02144736), as Whole-time Director of the Company with effect from 1st July 2016 to June 30, 2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Sampatkumar Shankarlal Gilada.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in such terms of remuneration so as to not exceed the limits specified in overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule –V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By the order of Board

For GILADA FINANCE AND INVESTMENTS LIMITED

Ashok Kumar
(Company Secretary)
M. No. : 40962

Date : 1st September, 2016

Place : Bangalore

INFORMATION ON DIRECTORS APPOINTED/ REAPPOINTED AT THIS ANNUAL GENERAL MEETING:

Additional information in terms of regulation 26 of the sebi (listing obligations and disclosure requirements) regulation, 2015 in respect of directors being proposed for appointment/ re-appointment

Name	Rajgopal Gilada	Samptkumar Shankarlal Gilada	Bindu Rajgopal Gilada
DIN	00307829	02144736	00392976
Age	52 Years	50 Years	50 Years
Date of Appointment	26/07/1994	08/06/1995	02/03/2015
Qualification	Engineering Graduate in Industrial Management and Post Graduate Diploma in Business Management	B.E and Post Graduate Diploma in Business Management	B.A.
Expertise in Specific Functional Area	As a Managing Director and Partner in various industries, Mr. Rajgopal Gilada has rich experience in Industrial Management, Corporate Governance, Compliances, Technology and Financial Services.	As Director and Partner in various industries, Mr. Sampatkumar Shankarlal Gilada has rich experience in Industrial Management, Technology and Financial Services.	As Director of several companies, Ms. Bindu Rajgopal has rich experience in Human resource management, governance and compliance related matters.
Directorship and Partnership	<ol style="list-style-type: none"> 1. Whitefield Refractories Pvt. Ltd 2. Sri Shakti Land Developers and Constructions Company Ltd. 3. Gita Refractories Pvt. Ltd. 4. Rajvaibhav Enterprises Pvt. Ltd. 5. Vijayalakshmi Hydro Power Pvt. Ltd. 6. Shankarlal Gilada & Sons Pvt. Ltd. 7. SRM Power Pvt, Ltd. 8. Krishna Valley Power Pvt. Ltd. 9. Shivansh Engineers and Consultants Pvt. Ltd. 10. Sahyadri Renewal Energy Pvt. Ltd. 11. Gilada Industrial Enterprises LLP 12. Prestress Steel LLP 	<ol style="list-style-type: none"> 1. Sri Shakti Land Developers And Constructions Company Limited 2. Rajvaibhav Enterprises Private Limited 3. Vijayalakshmi Hydro Power Private Limited 4. Shankarlal Gilada & Sons Private Limited 5. SRM Power Private Limited 6. Samrat Wires Private Limited 7. Yash Proteins Private Limited 8. Krishna Valley Power Private Limited 9. Sahyadri Renewable Energy Private Limited 10. Hinganghat Integrated Textile Park Pvt. Ltd. 11. Gilada Industrial Enterprise LLP 12. Siddhi Ferrous LLP 13. Prestress Steel LLP 	<p>Gita Refractories Private Limited</p> <p>Rajvaibhav Enterprises Private Limited</p> <p>Vijayalakshmi Hydro Power Private Limited</p> <p>Shankarlal Gilada & Sons Private Limited</p>

Chairman/ Membership of Committees in other Indian Public Limited Companies as on 31.03.2016	NIL	NIL	NIL
(i) Audit Committee			
(ii) Stakeholders Relationship Committee			
(iii) Nomination and Remuneration Committee			
Number of shares held in the company	37,800	5,100	1,10,000

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE MEMBER OF THE COMPANY
2. The instrument (s) appointing the proxy, if any, shall be deposited at registered office of the Company at #105 R R Takt, 37 Bhoopasandra Main Road, Sanjaynagar, not less than forty eight hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxy shall not have any right to speak at the meeting.
3. The explanatory statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) in respect of businesses set out above in resolution nos. 4 and 5 are annexed.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
5. The copies of the Annual Report and Notice of Annual General Meeting (AGM) are being sent to those members, through electronic mail (e-mail), who have registered their e-mail IDs with the Depository Participant (DP) or Registrar and Share Transfer Agent (RTA). Members are requested to update their preferred e-mail ID with DP/RTA, as the case may be, which will be used by the company for future communication.
6. The Company is pleased to provide remote e-voting facility (e-voting) to its members for voting on the resolutions placed before the members at this AGM. The members desirous of availing this e-voting facility are requested to read the instructions in relation to e-voting given after this section and comply with the instructions to cast their vote electronically. Members who are not able avail the remote e-voting facility may cast their votes through postal ballot, being dispatched along with this notice of the AGM. Members are requested to read the instructions in the postal ballot form for casting the vote through postal ballot. The members who have not casted their vote through e-voting or through ballot can physically cast their vote through poll at the Annual General meeting.

7. A member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a member casts his/her vote by both the modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
8. The Chairman of the Annual General Meeting shall at the end of discussion on all the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer by use of physical Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility or postal ballot.
9. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casts at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes casts in favour or against, if any, to the chairman or a person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.
10. The results declared along with the report of the Scrutinizer shall be placed on the Company and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of the result by the chairman or the person authorised by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the company are listed. In addition, the results shall also be displayed on the Notice Board of the Company at the registered office at #105 R R Takt, 37 Bhoopasandra Main Road, Sanjaynagar, Bangalore- 560094.
11. Members/Proxies are requested to bring their copy of the Annual Report and the attendance slip sent herewith, duly filled, to the AGM.
12. The Register of Members and Share Transfer Books of the company will remain closed from Friday, 16th September, 2016 to Saturday 24th September, 2016 (both days inclusive).
13. Members are requested to intimate the Registrar and Share Transfer Agent of the Company at- Canbank Computer Services Limited, 218, J P Royal, 1st Floor, 14th Cross, 2nd Main, Sample Road, Malleshwaram, Bengaluru- 560003, Immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect equity shares held in dematerialized form.
14. Section 20 of the Companies Act, 2013 permits service of documents to members by a company through electronic mode. Accordingly, as a part of the Green initiative, electronic copy of the Annual Report for financial year 2015-16 is being sent to all members have requested for a physical copy of the same. Further, in terms of SEBI Circulars No. CIR/CFD/DIL/7/2011 dated 05.10.2011 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the physical copy of Abridge Annual Report is being sent through permitted mode to all others members who have not registered their e-mail ID. Members may also note that the Annual Report for the financial year 2015-16 will also available on the company's website www.gfil.co.in for download.
15. The shareholders are requested to communicate all their correspondence to :
Gilada Finance and Investments Limited,
#105 R R Takt, 37 Bhoopasandra Main Road,
Sanjaynagar, Bangalore- 560094, Karnataka,

OR
Canbank Computer Services Limited,

**J P Royal, 1st Floor, 14th Cross, 2nd Main,
Sampige Road, Mallechwaram,
Bengaluru- 560003, Karnataka**

16. All the documents referred to in accompanying Notice are open for inspection at the Company's Registered office at:
**Gilada Finance and Investments Limited,
#105 R R Takt, 37 Bhoopasandra Main Road,
Sanjaynagar, Bangalore- 560094, Karnataka,**

VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with the 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 SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide members electronic voting(e-voting) facility to exercise their right to vote on resolutions proposed to be considered at the Twenty-first Annual General Meeting(AGM) by electronic means. 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 National Securities Depository Limited (NSDL).
2. The facility for voting through a physical 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 or by postal ballot, shall only, be able to exercise their right to vote at the meeting through physical ballot paper.
3. The members who have cast their vote by remote e-voting or postal ballot may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
4. The remote e-voting period commence on Tuesday, 21st September, 2016 at 9:00 A.M and ends on Friday, 23rd September 2016 at 5:00 P.M. During this period, member of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 17th September, 2016, being cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be blocked by NSDL after 5:00 PM on 23rd September, 2016. Vote casted once by the member shall not be allowed to be changed subsequently.
5. Any queries or grievances in relation to the electronic voting may be addressed to the registered office of the company or may be e-mailed to md@giladagroup.com.
6. The process and manner for remote e-voting are as under:
 - (A) In case a member receive an email from NSDL[For members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as the password. The said PDF file contains your user ID and Password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by following [URL:http://www.evoting.nsdl.com/](http://www.evoting.nsdl.com/)
 - (iii) Click on shareholding – login
 - (iv) Enter user ID and password as initial password/PIN noted in step (i) above. Click login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of GILADA FINANCE AND INVESTMENTS LIMITED".
- (viii) Now you are ready for remote e-voting as cast vote page opens
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xiii) Institutional shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer, Mr. S.P Nagarajan through email to cs@nagarajsp818.com with a copy marked to evoting@nsdl.co.in.
- (B) In case a member receives physical copy of the Notice of the AGM [for members whose email IDs are not registered with the company/ Depository Participant(s) or requesting physical copy]:
 - (i) Initial password is provided as below in the postal Ballot Form:

EVEN (Remote e-voting)	Event Number	User ID	Password/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii)
- 7. In case of any queries, you may refer 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 or call toll free No.: 1800-222-990.
- 8. If you are registered already with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 9. You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).
- 10. The voting rights of members shall be in proportion to their shares held in the company as on the cut-off date, i.e. Friday, 17th September, 2016.
- 11. Any person, who acquires shares of the company and becomes member of the company after dispatched of the notice and holding of shares as of the cut-off date i.e. Friday, 17th September, 2016, such member may obtain the login ID and Password by sending a request at evoting@nsdl.co.in or canbankrta@ccsl.co.in (RTA)
- 12. However, if you are already registered with NSDL for remote e-voting you can use your existing user ID and password for casting your vote. If you forgot your password, you can

reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free No.: 1800-222-990.

13. A person, whose name is recorded in the registered of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
14. Mr. S.P Nagarajan (PCS No.:4738) has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

VOTING THROUGH POSTAL BALLOT:

1. In compliance with the provisions of Regulation 44 of the SEBI(Listing obligations and Disclosure Requirements) Regulation, 2015 and Rule 20 of the Companies(Management and Administration) Rules, 2014, the company has enclosed a Ballot Form with the notice (Postal Ballot) thereby providing members who do not have access to remote e-voting facility, the facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Second Annual General Meeting by sending their assent or dissent in writing in respect of the resolution as set in this notice.
2. The postal Ballot Form with instructions and the self-address business reply envelope will be dispatched to those shareholders who have not registered their email ID with the Depositories/ Company along with this notice of the AGM.
3. A member desiring to exercise vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-address business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots if sent by courier or by registered post at the expense of the registered shareholder will also be accepted.
4. The self-address envelope bears the address of the Scrutinizer, Mr. S.P Nagarajan, Practicing Company Secretary (PCS No.: 4738), **Gilada Finance and investments Limited, # 105 R R Takt, 37 Bhoopasandra main Road, Sanjaynagar, Bangalore- 560094**. The Scrutinizer was appointed by the Board of Directors of the company at its meeting held on 15th July, 2016.
5. The Postal Ballot Form should be completed and signed by the shareholders as per the Specimen signature registered with the company. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company by first named shareholder and in his/her absence, by the next named shareholders.
6. Postal Ballot Form signed in the representative capacity of a body corporate, trusts, societies etc. must be accompanied by a certified true copy of the relevant authorization to vote on the Postal Ballot Form and Specimen Signature of the Authorised Signatory.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (5:00 pm) on Friday, 23rd September, 2016. Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder has not been received.
8. The right of voting by Postal Ballot shall not be exercised by a Proxy.
9. Unsigned/Incorrect Postal Ballot Form will be rejected.
10. The company will not be responsible if the envelope containing the Ballot Form is lost in transit.

11. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members. In case of joint holders, the Ballot Form should be signed by the first named shareholders and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the company and the Company shall not entertain any objection on such Ballot Form Signed by other joint holders.
12. The postal ballots received from the shareholder shall be considered for vote only if such person is a member of the company as on Friday, 23rd September, 2016, being the cut-off date fix under the e-voting process.
13. Members can request for a duplicate copy of the Ballot Form, In case the original has been misplaced, lost or worn out etc., by sending an e-mail to cs@nagaraj818.com by mentioning their folio No./ DP ID and client ID No. However, the completed Ballot Forms should reach the Scrutinizer not later than Friday, 23rd September, 2016 at 5:00 PM.
14. The vote must be cast by recording the assent in the column "For" or dissent in the column "Against"(√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered as valid. Postal Ballot Forms bearing tick (√) mark in both the columns will render the form invalid.
15. Shareholders are requested not to send other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and placing their signature.
16. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 THE COMPANIES ACT, 2013

Item No. 4:

The Ministry of Corporate Affairs (MCA) has, vide its order dated 30th June, 2016 issued clarification with respect to rotation of auditors. MCA has issued an order amending the 3rd proviso to section 139(2) as follows:

"Provided also that every company, existing on or before the commencement of this Act which is required to comply with the provisions of this subsection, shall comply with requirements of this subsection within a period which shall not be later than the date of the first annual general meeting of the company held, within the period specified under subsection (1) of section 96, after three years from the date of commencement of this Act."

Therefore in terms of the above clarification issued by MCA the auditors will hold office upto the annual general meeting of the financial year 31st March, 2017 and at that AGM, a new auditor would be required to be appointed.

Consequently subject to the approval of the members at the forthcoming 22nd Annual General Meeting, M/s. Vishnukant Jaju & Associates, Chartered Accountants (Firm Registration No. 014328W), the retiring Auditors, are to be re-appointed as Auditors of the Company, to hold office from the conclusion of the 22nd Annual General Meeting until the conclusion of the 23rd Annual General Meeting of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution at Item No. 4 for approval of the members.

Item No. 5:

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Mr. Rajgopal Gilada (holding DIN 00307829) who was appointed as Managing Director to hold office upto 30th June 2016, has rich and varied experience in the Industry and has been involved in the operations of the Company over a considerable period of time.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution on 28th May 2016 approving re-appointment of Mr. Rajgopal Gilada (holding DIN 00307829) as Managing Director of the Company for a further period of five years with effect from 1st July 2016 to 30th June 2021. This is subject to the approval of the shareholders at the 22nd Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Rajgopal Gilada are given below:

- i. Salary of Rs. 1,00,000/- per month. Increments/variations to be decided by the Nomination and remuneration committee (NRC).
- ii. Allowances / Perquisites / Commission: As may be determined by the NRC.
- iii. Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the fund / scheme in force from time to time.
- iv. Encashment of leave as per rules of the Company in force from time to time.
- v. The aggregate remuneration (including salary, allowances, perquisites, incentive / commission and retirement benefits) for any financial year shall be subject to an overall ceiling as prescribed under the Companies Act, 2013 and rules made thereunder.
- vi. In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mr. Rajgopal Gilada as may be determined by the Board or NRC, shall not, except with the approval of the Central Government, exceed the limits prescribed under the Act and the rules made there under or any statutory modification or re-enactment thereof.
- vii. Mr. Rajgopal Gilada will be subject to all other service conditions as applicable to any other employee of the company.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013, along with the requisite deposit, proposing the reappointment of Mr. Rajgopal Gilada as Managing Director.

Except Mr. Rajgopal Gilada, Mr. Shankarlal Tulsiram Gilada, Ms. Bindu Rajgopal Gilada and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out as Item No. 5.

The Board of Directors recommends the resolution in relation to the re-appointment and payment of remuneration to Mr. Rajgopal Gilada for the approval of the shareholders of the Company.

Item No. 6:

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Mr. Sampatkumar Shankarlal Gilada (holding DIN 02144736) who was appointed as Whole-time Director to hold office upto 30th June 2016, has rich and varied experience in the Industry and has been involved in the operations of the Company over a considerable period of time.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Compensation Committee, the Board of Directors of the Company passed a resolution on 28th May 2016 approving re-appointment of Mr. Sampatkumar Shankarlal Gilada (holding DIN 02144736) as Whole-time Director of the Company for a further period of five years with effect from 1st July 2016 to 30th June 2021. This is subject to the approval of the shareholders at the 22nd Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Sampatkumar Shankarlal Gilada are given below:

- i. Salary of Rs. 50,000/- per month. Increments/variations to be decided by the Nomination and remuneration committee (NRC).
- ii. Allowances / Perquisites / Commission: As may be determined by the NRC.
- iii. Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the fund / scheme in force from time to time.
- iv. Encashment of leave as per rules of the Company in force from time to time.
- v. The aggregate remuneration (including salary, allowances, perquisites, incentive / commission and retirement benefits) for any financial year shall be subject to an overall ceiling as prescribed under the Companies Act, 2013 and rules made thereunder.
- vi. In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mr. Sampatkumar Shankarlal Gilada as may be determined by the Board or NRC, shall not, except with the approval of the Central Government, exceed the limits prescribed under the Act and the rules made there under or any statutory modification or re-enactment thereof.
- vii. Mr. Sampatkumar Shankarlal Gilada will be subject to all other service conditions as applicable to any other employee of the company.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013, along with the requisite deposit, proposing the reappointment of Mr. Sampatkumar Shankarlal Gilada as Whole-time Director.

Except Mr. Rajgopal Gilada, Mr. Shankarlal Tulsiram Gilada and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out as Item No. 6.

The Board of Directors recommends the resolution in relation to the re-appointment and payment of remuneration to Mr. Sampatkumar Shankarlal Gilada for the approval of the shareholders of the Company.

By the order of Board

For GILADA FINANCE AND INVESTMENTS LIMITED

Ashok Kumar
(Company Secretary)
M. No. : 40962

Date : 1st September, 2016
Place : Bangalore