

# GILADA FINANCE & INVESTMENTS LIMITED

CIN: L65910KA1994PLC015981

105, R R TAKT, Main Road, 37 Bhoopasandra Main Road, Bengaluru- 560094, Karnataka

Ph: 080-40620000, Email: cs@giladagroup.com, website: www.gfil.co.in

## NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

**Dear Member(s),**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**The Act**), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**The Rules**), The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**") (including any statutory modification or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the members of Gilada Finance and Investments Limited (hereinafter referred to as '**the Company**') to seek their approval by way of Postal Ballot for the proposal contained in the draft resolution as given below:

**(i) Approval to issue and allot 15,00,000 numbers of Warrants to Promoter group and Non-Promoter group on a preferential basis:**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the resolutions stating the material facts of the proposals are annexed hereto along with the Postal Ballot for your consideration.

The Board of Directors of the Company has appointed **Mr. N. Selvam**, Practicing Company Secretary, as Scrutinizer in the meeting held on 13th February, 2018, for conducting the postal ballot (physical & e-voting) process in accordance with the law in a fair and transparent manner. The Company in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matter included in the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting will commence on Wednesday, 21st February, 2018 (9.30 a.m. IST) and end on Thursday, 22nd March, 2018 (5.00 p.m. IST). Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form attached herewith.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 p.m.) on Thursday, 22nd March, 2018. Please note that any postal ballot form(s) received after the said date will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, to any other person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the Voting by Postal Ballot will be announced by the Chairman of the Company or in his absence, by any other person authorized by

him, on 25<sup>th</sup> March, 2018 at 11.00 a.m. at the Registered Office of the Company at #105, R R Takt, 37 Bhoopasandra Main Road, Bengaluru -560094, Karnataka. The results of the Postal Ballot will be posted on the Company's website [www.gfil.co.in](http://www.gfil.co.in) and [www.e-voting.nsdl.com](http://www.e-voting.nsdl.com) besides communicating to the Stock Exchanges where the Company's shares are listed. The resolution, if approved, will be taken as passed effectively on the date of declaration of results. 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### **SPECIAL BUSINESS**

**Proposed Resolution Item No. 1:**

**Approval to issue and allot 15,00,000 no(s) of Warrants to Promoter group and Non-Promoter Group on a preferential basis:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62 (1) (c), read with Section 42 of the Companies Act, 2013, (**the Act**) read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements), 2015 (the "Listing Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (the "SAST Regulations"), and subject to all other applicable laws, rules, regulations, circulars and guidelines and subject to such approvals, permissions, sanctions and consents as may be necessary or required from regulatory or other appropriate authority and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (herein referred to as "Board" which term shall include any duly constituted and authorized committee thereof to exercise its powers under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, on preferential basis, 15,00,000 nos. of Warrants convertible into equal number of equity shares of Rs 10 /- each, on a preferential basis to promoters and non promoters, having an option to apply for and be allotted equivalent number of equity shares in the Company on conversion within a period of eighteen (18) months from the date of allotment (herein after referred as Warrants), at an exercise price of Rs. 55/- per Warrant (including a premium of Rs. 45/-) aggregating upto Rs. 8.25 crores or such other higher price and value, as may be arrived at in accordance with Chapter VII of the SEBI ICDR Regulations, being not less than the price determined in accordance with Chapter VII of the SEBI ICDR Regulations to the below mentioned person ("**Allottee**") through preferential issue, in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards. Each Warrant shall be convertible into 1 (one) equity share of nominal value of Rs.10/- each.

Sl. No.	Name of Allottees	No. of Shares to be allotted	PAN	Address
1	Ashok Marda	50000	ABNPM1422A	5/392, Date Mala, Marda Sadan, Ichalkarangi, Hatkanangali, kolhapur, Ichalkarangi, Maharashtra -416115
2	Abhishek Mohota	50000	ACVPM3517D	S/o. Haridas Mohota, Rajiv Gandhi Udhan Ke Samne 8/13, Mahesh Nagar, Indore -452002, Madhya Pradesh
3	Madhusudan Gilada	50000	AFFPG1215D	S/o. Ghanshyam Das Gilada, 3-5-141/1/A, Eden Baugh Road, Ramlote, Namppaly, Hyderabad, Hyderabad G.P., Andhra Pradesh -500001
4	Shashikala Gilada	50000	ACPPG6477N	W/o. Ghanshyam Das Gilada, 3-5-141/1/A, Eden Baugh Road, Ramlote, Namppaly, Hyderabad, Hyderabad G.P., Andhra Pradesh -500001
5	Rupesh Soni	250000	AYCPS1117N	3-1-309/310, Tara Kaushalya Nivas, Nimbolliada Kachiguda Hyderabad - 500027
6	Nitesh Vijayvargiya	250000	AAOPV1393H	3-6-709, Krishna Kunj, Street No.11, Himayatnagar, Hyderabad
7	Nirmal Bhurath	40000	AFLPB2432B	No.85, Thirupalli Street, Sowcarpet, Chennai-79
8	Suresh Pai	10000	AHXPP5090K	204, A wing, Raheja Heights, A K general Vaidya marg, Malad East, Mumbai 400097
9	Rajgopal Gilada	100000	ACUPG8116H	No. 16, NGEF, Layout, 2nd Main Road Nagashettyhalli, Sanjaynagar Bangalore 560094, Karnataka, India
10	Bindu Rajgopal Gilada	100000	ACQPB4488H	No. 16, NGEF, Layout, 2nd Main Road Nagashettyhalli, Sanjaynagar Bangalore 560094, Karnataka, India
11	Sampatkumar Shankarlal Gilada	100000	ACOPG2397N	No.1-10/5 Khuba, Plots Gulbarga- 585102, Karnataka, India
12	Sangeeta S Gilada	100000	AIDPG1236B	No.1-10/5 Khuba, Plots Gulbarga- 585102, Karnataka, India
13	Shankarlal Tulsiram Gilada	100000	AHWPS6995D	No.1-10/5 Khuba, Plots Gulbarga- 585102, Karnataka, India
14	Gowrajadevi Shankerlal Gilada	75000	ADAPG1848D	No.1-10/5 Khuba, Plots Gulbarga- 585102, Karnataka, India
15	Rajshree Gilada	175000	ACBPR9763N	No.1-10/5 Khuba, Plots Gulbarga- 585102, Karnataka, India
	<b>TOTAL</b>	<b>1500000</b>		

**Without prejudice to the generality of the above, the aforesaid issue of warrants shall be on the following terms:**

1. An amount equivalent to 25% of the issue price of the Warrants shall be payable at the time of subscription and allotment of the Warrant. The balance 75% of the issue price shall be payable by the Allottee upon exercise of the entitlement attached to warrant(s) to subscribe for Equity share(s). The amount paid against Warrants shall be adjusted/ set off against the issue price of the resultant equity shares.
2. If the entitlement against Warrants to apply for the equity shares is not exercised within eighteen months from the date of issue of Warrants, the entitlement of the Allottee to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the Company.

**RESOLVED FURTHER THAT** the relevant date, as per Regulation 71 of the SEBI (ICDR) Regulations, 2009 for the determination of issue price of the Warrants to be allotted pursuant to the preferential issue is fixed as 20<sup>th</sup> February, 2018 i.e. 30 days prior to the date of passing of special resolution through Postal Ballot to approve the proposed preferential issue in terms of Section 62(1) (c) of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares upon exercise of the Warrants on or before the expiration of eighteen (18) months in accordance with Regulation 75 of the SEBI (ICDR) Regulations 2009.

**RESOLVED FURTHER THAT** the equity shares to be allotted upon exercise of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Certificate issued by the Statutory Auditors of the Company in accordance with the SEBI (ICDR) Regulations, 2009, be and is hereby noted.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect the issue or allotment of the aforesaid Warrants and issue or allotment of equity shares pursuant to exercise of the Warrants and listing of the equity shares to be allotted pursuant to exercise of Warrants with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said Warrants and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Proposed Resolution Item No. 2:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being

in force), the Authorised Share Capital of the Company be increased from Rs. 4,00,00,000.00 (Rupees Four Crores) divided into 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 6,00,00,000.00 (Rupees Six Crores) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs.10 (Rupees Ten) each by the creation of additional capital of Rs. 2,00,00,000.00 (Rupees Two Crores) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10 (Rupees Ten) each and the Clause V of the Memorandum of Association of the Company be altered accordingly.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby given to substitute the Clause V of the Memorandum of Association of the Company by the following:

- V. ‘The Authorised Share Capital of the Company is Rs.6,00,00,000 (Rupees Six Crores Only) consisting of 60,00,000 (Sixty Lakhs) Equity Shares of Rs.10 (Rupees Ten) each with the rights, privileges and conditions attaching thereto as are provided of the Company for the time being. The Company has power from time to time to increase or reduce its capital and modify the face value of the shares in such manner as may be permitted by the Companies Act, 2013 or provided by the regulations of the Company for the time being.”

BY ORDER OF THE BOARD  
FOR GILADA FINANCE AND INVESTMENTS LIMITED

ASHOK KUMAR

COMPLIANCE OFFICER & COMPANY SECRETARY

(M. No.: A40962)

PLACE: BENGALURU

DATE: 14TH FEBRUARY, 2018

**NOTES:**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts is annexed hereto.

1. The notice of postal ballot is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as maintained by the Registrar and Transfer Agent i.e. Canbank Computer Services Limited
2. Members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot and Postal Ballot Form by e-mail and to other members are being sent by Registered Post along with Postal Ballot Form. Members are requested to read the instructions printed on the reverse side of the Postal Ballot Form and return the Form duly completed in the attached self-addressed and postage prepaid envelope so as to reach the Scrutinizer on or before 22<sup>nd</sup> March, 2018 at the following address:

To,

**Mr. N.SELVAM**, Scrutinizer

Practicing Company Secretary,

FCS:4318; C.P.NO.4858

Address: 261/18 Anbu Colony,

7<sup>th</sup> Avenue, Annanagar West, CHENNAI -600 040.

3. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged NSDL, for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

The instructions for the shareholders for e- voting are as under:

**A. In case of Shareholders receiving e-mail from NSDL:**

- i) Open email and open the PDF file viz, “Gilada e-voting.pdf” with your client ID or Folio No. as password. The said PDF file contains user ID and password for e-voting. Please note that the password is an initial password;
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
- iii) Click on Shareholder – Login;
- iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- v) Password change menu appears. Change the password with the 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 e-Voting opens. Click on e-Voting: Active E Voting Cycles;
- vii) Select “EVEN” of Gilada Finance and Investments Limited;
- viii) Now you are ready for 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) For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send the scanned copy (PDF/JPG Format) 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 at (Scrutinizer mail ID) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **B. In case of Shareholders who have not registered their e-mail Id and will be receiving Postal:**

### **Ballot Form by Post:**

- i) User ID and Password is provided at the top of the attendance sheet.
  - ii) Please follow all steps from Sl. No. A (ii) to Sl. No. A(xii) above, to cast your vote.
4. 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  5. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
  6. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period: Wednesday, 21st February, 2018 (9.30 a.m.) and end on Thursday, 22nd March, 2018 (5.00 p.m.).  
Voting shall not be allowed beyond 5.00 p.m. of 22<sup>nd</sup> March, 2018. During the e-voting period, Shareholders of the Company, holding shares as on 14th February, 2018 either in physical form or in dematerialized form may cast their vote electronically.
  7. The Company has appointed Mr./Mrs. N. Selvam, (C.P. No. 4858) Practicing Company Secretary, as 'Scrutinizer' for conducting the e-voting process in a fair and transparent manner.
  8. Kindly note that the Members can opt for only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice-versa.  
However, in case Members cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
  9. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 22<sup>nd</sup> March, 2018. The postage cost will be borne by the Company.  
However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 22<sup>nd</sup> March, 2018, would be strictly treated as if replies from the Members have not been received.
  10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 16<sup>th</sup> February, 2018.
  11. The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and the result of Postal Ballot along with the Scrutinizer's Report will be displayed on the Company's website [www.bhartiyafashion.com](http://www.bhartiyafashion.com) and also on the website of NSDL i.e. <https://www.evoting.nsdl.com> and shall be communicated to the stock exchanges where the Company's shares are listed. In the event, the draft resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
  13. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 11.00 a.m. till 6.00 p.m. up to the date of declaration of results of Postal Ballot.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:-**

### **ITEM NO. 1**

The Company wants to raise long term funds to finance growth plans of the Company, market development, strengthen financial structure, enhancing liquidity, working capital resources and for general corporate purposes.

Hence, the Board of Directors has decided to issue 15,00,000 (Fifteen Lakh Only) Warrants having attached thereto the right to subscribe for equal number of Equity Shares of Rs.10/- each at an issue/exercise price of Rs. 55/- per Warrant (including a premium of Rs. 45/-) aggregating upto Rs. 8.25 crores in accordance with Regulation 76 of the SEBI ICDR Regulations in one or more tranches.

Pursuant to the provisions of Section 62(1)(c) of Companies Act, 2013 (the "Act") any preferential allotment of Securities needs to be approved by the members by way of a Special Resolution. Further, in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009, certain disclosures are required to be made in the Explanatory Statement to the Notice of Postal Ballot.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants to the Allottee has been approved by the Board of the Company on 13th February, 2018, subject to necessary approval(s) and shall be on the following terms and conditions:

#### **The salient features of the Preferential Issue are:**

- a) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission;
- b) Pursuant to Regulation 74(4) of the SEBI (ICDR) Regulations, 2009, the allotment shall only be made in dematerialized form;
- c) The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI (ICDR) Regulations, 2009, on the basis of the relevant date being the date i.e. 30 days prior to the date of passing of special resolution through Postal Ballot to approve the proposed preferential issue;
- d) Amount equivalent to at least 25% of the consideration determined in terms of Regulation 77(2) of the SEBI ICDR Regulations shall be paid against each Warrant on the date of allotment of Warrants and the balance consideration i.e. 75% shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant;
- e) The consideration for allotment of Warrants and/or equity shares arising out of exercise of option attached to Warrants shall be paid to the Company from the Bank Account of the Allottee;
- f) In case the option to subscribe to equity shares against such Warrants is not exercised by the Allottee within 18 Months, the consideration paid by such Allottee in respect of such Warrant shall be forfeited by the Company;

- g) The equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations;
- h) The entire pre-preferential allotment shareholding of the Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange; and
- i) The equity shares pursuant to exercise of Warrants shall rank pari- passu in all respects including with respect to dividend, with the then fully paid up equity shares of the Company.

The proposed issue and allotment of the Warrants and the exercise thereof will be governed by the applicable provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the Listing Regulations entered into between the Company and the stock exchanges where the equity shares of the Company are listed, the SEBI (ICDR) Regulations, 2009. As required by the SEBI (ICDR) Regulations, 2009 on Preferential Issue, a certificate from the Statutory Auditors has been obtained, to the effect that the proposed allotment will be made in accordance with the said Guidelines stating that the issue is made according to SEBI Guidelines and the issuer is in compliance of regulation 77(5) and the relevant documents thereof are maintained by the issuer as on the date of certification and will be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays/ Sundays and other holidays, between 11.00 a.m. and 6.00 p.m. upto the date of declaration of results of Postal Ballot.

#### **Details of the Issue**

1. The allotment of the Warrants is subject to the Allottee not having sold any equity shares of the Company during the 6 months preceding the relevant date. The Allottee has represented that the allottee has not sold any equity shares of the Company during the 6 months preceding the relevant date.

**In terms of Chapter VII of the SEBI ICDR Regulations, 2009 on preferential issue for the time being in force on the date of this notice, the facts are as under:**

#### **(a) Objects of the Proposed Preferential Issue and details of utilization of proceeds:**

The funds to be raised from the proposed Preferential Issue of Warrants and Equity Shares arising on exercising the right attached to the Warrants pursuant to this resolution will be utilized to finance the growth plans of the Company, market development, strengthen financial structure, enhancing liquidity, working capital resources and for general corporate purposes.

#### **(b) Type and the number of security offered:**

The resolution set out in the accompanying Notice authorizes the Board to issue to Promoters and Promoter Group up to 15,00,000 (fifteen Lakh Only) no(s) of Warrants on a preferential basis entitling the holder of each Warrant, from time to time to apply for and obtain allotment of one equity share of face value of Rs. 10/- each fully paid up against each Warrant within 18 Months of its allotment in one or more tranches in such a manner at such price and, on such other terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations or other applicable provisions of the Law as may be prevailing at the time.

#### **(c) Relevant Date:**

The Relevant date for the purpose of calculation of price of the specified Securities is 20<sup>th</sup> February, 2018, being 30 days prior to the date of passing of Special Resolution through Postal Ballot to approve the proposed preferential issue, in accordance with the SEBI ICDR Regulations. Where the relevant date falls on a weekend / holiday, the day preceding the weekend / holiday will be reckoned to be the relevant date.+

#### **(d) Basis or Justification of Price:**

As per Regulation 76A of SEBI Chapter VII of SEBI (ICDR) Regulations, when equity shares Where the shares are not frequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such should be done by an Independent Qualified Valuer. The Company has obtained a valuation report from V. Ramachandra Rao., Chartered Accountants.

A copy of the Valuation report issued by V. Ramachandra Rao., Chartered Accountants shall be available for inspection at the registered office of the Company on all working days from 11:00 A.M. and 1:00 P.M. till the conclusion of this meeting and shall also be laid before the members at the meeting.

The price per share has been determined in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations"). The shares of the company being infrequently traded, the price is determined taking into account valuation parameters including book value, comparable trading multiple etc. and a certificate from independent Chartered Accountant regarding compliance of (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations") is obtained;

The price per share has been determined as per the well established method of valuation as applied in Hindustan Lever Limited (HLL) matter by erstwhile Controller of Capital Issues (CCI) and a certificate from Independent Chartered Accountants V. Ramachandra Rao. has been obtained.

The shares of the Company being infrequently traded, the price per share has been determined as per the well established method of valuation as applied in the matter of Hindustan Lever Limited (HLL) by the erstwhile Controller of Capital Issues (CCI) and a certificate from independent Chartered Accountant V. Ramachandra Rao. has been obtained. According to the Valuation report, as per Net Asset Value (NAV) Method, the price per share comes to Rs. 35.80. The Warrants are to be issued, allotted & converted at a price of Rs. 55 per share.

**(g) Shareholding pattern before and after the proposed Preferential Offer:**

CATEGORY	PRE ISSUE		POST ISSUE	
	No. of shares held	% of Shares Held	No. of shares held	% of Shares Held
<b>A. Promoters Holding</b>				
Sampath Gilada	5100	0.145	5100	0.10
Sangeeta S Gilada	143500	4.086	243500	4.86
Gowrajadevi Shankerlal Gilada	91000	2.591	166000	3.31
Shankarlal Gilada	170000	4.840	270000	5.39
Rajashree Gilda	262900	7.485	437900	8.74
Bindu Rajgopal Gilada	110000	3.132	210000	4.19
Sampathkumar Gilada	115600	3.291	215600	4.30
Rajgopal Gilada	152800	4.350	252800	5.04
Shankarlal Gilada & Sons Private Limited	1013400	28.853	1013400	20.22
<b>Sub-Total (A)</b>	<b>2064300</b>	<b>58.77</b>	<b>2814300</b>	<b>56.15</b>
<b>B. Non Promoters Holding</b>				
Financial Institutions/ Banks	500	0.01	500	0.01
Individuals	1175480	33.47	1925480	38.41
Bodies Corporate	251199	7.15	251199	5.02
Non Resident Indians	6784	0.19	6784	0.14
Clearing Members	2636	0.08	2636	0.05
Hindu Undivided Families	11401	0.32	11401	0.22
<b>Sub-Total (B)</b>	<b>1448000</b>	<b>41.23</b>	<b>2198000</b>	<b>43.85</b>
<b>Total (A+B)</b>	<b>3512300</b>	<b>100.00</b>	<b>5012300</b>	<b>100</b>

The above Shareholding pattern may change upon transfer of Shares by existing Shareholders of the Company from time to time.

**(h) Proposed time frame within which the allotment shall be completed:**

The allotment of Warrants is proposed to be completed within a period of 15 days from the date of passing of the special resolution, provided that when the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval. As per SEBI Guidelines, the Warrant holders shall have the right to subscribe for one Equity Share of Rs.10/- each against each Warrant held by them at an issue/exercise price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations in one or more tranches, before the expiry of 18 months from the date of allotment of the Warrants.

**(i) The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of Post Preferential Issued Capital that may be held by them:**

Sl. No.	Name of Allottees	No. of Shares to be allotted	PAN	Address
1	Ashok Marda	50000	ABNPM1422A	5/392, Date Mala, Marda Sadan, Ichalkarangi, Hatkanangali, kolhapur, Ichalkarangi, Maharashtra -416115
2	Abhishek Mohota	50000	ACVPM3517D	S/o. Haridas Mohota, Rajiv Gandhi Udhan Ke Samne 8/13, Mahesh Nagar, Indore -452002, Madhya Pradesh
3	Madhusudan Gilada	50000	AFFPG1215D	S/o. Ghanshyam Das Gilada, 3-5-141/1/A, Eden Baugh Road, Ramlote, Nampally, Hyderabad, Hyderabad G.P., Andhra Pradesh -500001
4	Shashikala Gilada	50000	ACPPG6477N	W/o. Ghanshyam Das Gilada, 3-5-141/1/A, Eden Baugh Road, Ramlote, Nampally, Hyderabad, Hyderabad G.P., Andhra Pradesh -500001
5	Rupesh Soni	250000	AYCPS1117N	3-1-309/310, Tara Kaushalya Nivas, Nimmboliada Kachiguda Hyderabad - 500027
6	Nitesh Vijayvargiya	250000	AAOPV1393H	3-6-709, Krishna Kunj, Street No.11, Himayatnagar, Hyderabad

Sl. No.	Name of Allottees	No. of Shares to be allotted	PAN	Address
7	Nirmal Bhurath	40000	AFLPB2432B	No.85, Thirupalli Street, Sowcarpet, Chennai-79
8	Suresh Pai	10000	AHXPP5090K	204, A wing, Raheja Heights, A K general Vaidya marg,Malad East, Mumbai 400097.
9	Rajgopal Gilada	100000	ACUPG8116H	No. 16, NGEF, Layout, 2nd Main Road Nagashettyhalli, Sanjaynagar Bangalore 560094, Karnatka, India
10	Bindu Rajgopal Gilada	100000	ACQPB4488H	No. 16, NGEF, Layout, 2nd Main Road Nagashettyhalli, Sanjaynagar Bangalore 560094, Karnatka, India
11	Sampatkumar Shankarlal Gilada	100000	ACOPG2397N	No.1-10/5 Khuba, Plots Gulbarga- 585102, Karnataka, India
12	Sangeeta S Gilada	100000	AIDPG1236B	No.1-10/5 Khuba, Plots Gulbarga- 585102, Karnataka, India
13	Shankarlal Tulsiram Gilada	100000	AHWPS6995D	No.1-10/5 Khuba, Plots Gulbarga- 585102, Karnataka, India
14	Gowrajadevi Shankerlal Gilada	75000	ADAPG1848D	No.1-10/5 Khuba, Plots Gulbarga- 585102, Karnataka, India
15	Rajshree Gilada	175000	ACBPR9763N	No.1-10/5 Khuba, Plots Gulbarga- 585102, Karnataka, India
	<b>TOTAL</b>	<b>1500000</b>		

**(j) Change in control:**

The existing promoters of the company will continue to be in control of the company and there will be no changes in the management/control of the company as a result of the proposed Preferential Allotment.

**(k) Details of the number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

No such allotment has been made.

**(l) Lock-in:**

The warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to the exercise of the option attached to the Promoters and Non-Promoter, shall be subject to applicable lock-in as per SEBI (ICDR) Regulations, 2009, or any other amendment thereto or as per any requirement of the Stock Exchanges.

As per Regulation 78(6) of the SEBI ICDR Regulations, the entire pre-preferential allotment shareholding of the above proposed allottee(s) shall be locked-in from the Relevant Date up to the period of 6 months from the date of trading approval.

**(m) Listing:**

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the shares that will arise out of conversion of these warrants. Such Shares once allotted will rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**(n) Auditor's Certificate:**

A copy of the certificate from V. RamaChandra Rao, Chartered Accountants, along with Independent Valuation report as to the pricing of the Issue Shares in this preferential warrants issue and certifying that this preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009, shall be available for inspection at the Registered Office of the Company from the relevant date during office hours on all working days, except Saturday/ Sunday and other holidays, between 11.00 a.m. and 6.00 p.m. upto the date of declaration of results of Postal Ballot.

The Directors feel that the proposed preferential issue of convertible Warrants will increase the Shareholders' value/ growth in the long term and therefore, your Directors recommend the Special Resolution at Item No. 1 as set out in the notice for the approval of members.

Except Directors and Key Managerial Personnel's of the Company who are shareholders of the Company, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

**(o).Terms of Issue of Warrants:**

The Allottee of Warrants shall be required to pay an amount equivalent to 25% of the issue price at the time of subscription and allotment of each Warrant. The balance 75% of the issue price shall be payable by the Allottee upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of warrants. The initial amount of 25% paid against the Warrants shall be adjusted/ set off against the issue price of the resultant equity shares. The Allottee shall be entitled to exercise its right to subscribe for the equity shares in one or more tranches as and when it deems fit within the prescribed period of eighteen months. The Allottee shall be required to pay the balance amount of 75% of the Issue price to the extent of the number of equity shares they intend to subscribe in each such tranche.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Allottee, within the specified period of eighteen months as stipulated under regulation 75 of ICDR Regulations 2009, the entitlement of the Allottee to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited by the Company.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating Re. 10/- towards equity share capital and the balance amount paid against each warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

The equity shares to be issued upon exercise of option by Allottee shall rank pari passu with the existing equity shares of the Company in all respect including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**Item Nos. 2:**

Presently, the Authorised Share Capital of the Company stands at Rs. 4,00,00,000.00 (Rupees Four Crores) divided into 40,00,000 (Forty lakhs) Equity Shares of Rs. 10 (Rupees Ten) each. In order to meet its business objectives, it is proposed to increase the Authorised Share Capital of the Company from Rs. 4,00,00,000.00 (Rupees Four Crores) divided into 40,00,000 (Forty Lakhs) equity shares of Rs. 10 (Rupees Ten) each to Rs.6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Rs.10 (Rupees Ten) each by the creation of additional capital of Rs. 2,00,00,000.00 (Rupees Crores) divided into 20,00,000 (Twenty Lakhs) equity shares of Rs. 10 (Rupees Ten) each.

Hence, the Resolution of Item No.2 Subsequent to the increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company would have to be altered by passing the necessary Resolutions in the Extraordinary General Meeting of the Members of the Company. The Resolutions at Item No. 2 and 3 of the Notice are consequential upon the proposed increase in the Authorised Share Capital of the Company. Your Directors recommend the passing of the Resolutions at Item Nos. 2 as an Ordinary Resolution and Special Resolutions respectively.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos. 2 of the Notice.

The Memorandum and Articles of Association of the Company are open for inspection of the members at the Registered Office of the Company during the normal business hours at any time upto the date of the Extraordinary General Meeting.

BY ORDER OF THE BOARD  
FOR GILADA FINANCE AND INVESTMENTS LIMITED

PLACE: BENGALURU  
DATE: 14TH FEBRUARY, 2018

ASHOK KUMAR  
COMPLIANCE OFFICER & COMPANY SECRETARY  
(M. No.: A40962)





## GILADA FINANCE AND INVESTMENTS LIMITED

Registered Office: # 105, "R R Takt", 37 Boopasandra Main Road, Sanjaynagar, Bangalore- 560094

Phone: +91 80 4062 0000 (30 lines) Fax: +91 80 4062 0008;

Email id: md@giladagroup.com. CIN: L65910KA1994PLC015981

### POSTAL BALLOT FORM

Sr. No.

Last Date: 22nd March, 2018 at 5.00 P.M.

1. Name and Registered Address of the Sole/first named member :
2. Names of the Joint Holder(s), if any :
3. Registered Folio No./ DP ID No.\* / Client ID No.\*:  
(\*Applicable only to Shareholders holding shares in dematerialized form).
4. No. of Equity shares held :
5. I/We hereby exercise my/our vote(s) in respect of the following Resolution(s) to be passed by means of Postal Ballot for the business stated in the Notice of the Company dated 28th July, 2017, by conveying my/our assent or dissent to the said resolution(s) by placing a tick mark (✓) in the appropriate box below:

Sr. No.	Description of Resolution	No. of Equity Shares held by me /us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Issue and Allot 15,00,000 No(s). of warrants to Promoter Group and Non-Promter Group on Preferential basis			
2	Increasing Authorised Share Capital and Consequent Alteration to the Capital clause of the Memorandum of Association.			

Date :

Place :

E Mail ID:

Signature of the Member(s)

#### Electronic Voting particulars\*

The e-voting facility is available at the link <http://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (e-voting Event Number)	USER ID	PASSWORD / PIN

\* For members who are voting through e-voting.

Facility to Excise Vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of e-voting	End of e-voting
Wednesday 21st February, 2018 at 9.00 A.M (IST)	Thursday, 22nd March, 2018 up to 5:00 P.M (IST)

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Thursday, 22nd March, 2018 up to 5.00 P.M. (IST)

PTO

### INSTRUCTIONS FOR VOTING BY POSTAL BALLOT

1. Members desiring to cast their vote by physical Postal Ballot should fill-up this Postal Ballot Form overleaf completely and send it to the Scrutinizer, in the enclosed postage prepaid self-addressed Business Reply envelope, which shall be properly sealed with adhesive or adhesive tape. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other manner shall be considered invalid.
2. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
3. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
4. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
5. Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e., at 5.00 p.m. on Thursday, 22nd March, 2018. Postal Ballot Forms received after this date will be considered invalid. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
6. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
7. Members are requested not to send any paper [other than the resolution/authority as mentioned in point 4 above] along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate should reach the Scrutinizer not later than the date specified in point no. (5) above.
9. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
10. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the assent and dissent columns will be invalid.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
12. The Postal Ballot form shall not be exercised by a Proxy.

### INSTRUCTIONS FOR E-VOTING

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of 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 the facility to its members, to exercise their right to vote electronically (on resolution proposed to be passed by Postal Ballot) and the business may be transacted through e-voting services. The Company has engaged the services of the National Securities Depository Limited (NSDL) to provide the e-voting facility. The Notice is displayed on the website of the Company viz., [www.gfil.co.in](http://www.gfil.co.in) / and on the website of NSDL viz., [www.nsdli.co.in](http://www.nsdli.co.in)
  - A. For members whose email IDs are registered with the Company/Depository Participants, the e-voting particulars will be sent by NSDL by e-mail. Open the e-mail and open the PDF file viz., "remote e-voting.pdf" with your Client ID or Folio No. as 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.  
Note: Shareholders already registered with NSDL will not receive the PDF file "remote e-voting.pdf". Please refer point No.3 below.
  - B. Launch your internet browser and type the URL: <https://evoting.nsdli.com/> - Click on Shareholder – Login
  - C. Enter the user ID and password as initial password/PIN as provided in step (A) above or as provided in the Postal Ballot Form overleaf. Click on Login.
  - D. Password change menu will appear. Change the password/PIN with a 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.
  - E. The homepage of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
  - F. Select "EVEN" (E-Voting Event Number) of "GILADA FINANCE AND INVESTMENTS LIMITED."
  - G. Now you are ready for remote e-voting as 'Cast Vote' page opens.
  - H. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - I. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - J. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - K. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) 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 to [n.selvam@yahoo.com](mailto:n.selvam@yahoo.com) with a copy marked to [evoting@nsdli.co.in](mailto:evoting@nsdli.co.in)
2. In case of any queries/ grievances, members may refer Frequently Asked Questions( FAQ) and remote e- voting user manual for shareholders available at the 'Downloads' section of [www.evoting.nsdli.com](http://www.evoting.nsdli.com) or contact Ms. Pallavi Dabke, Asst. Manager, NSDL, Mumbai at Telephone No.022-24994545 or call on toll free No.1800-222-990 or email id [pallavid@nsdli.co.in](mailto:pallavid@nsdli.co.in) or [evoting@nsdli.co.in](mailto:evoting@nsdli.co.in).
3. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/ PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" OR "Physical User Reset Password" option available on [www.evoting.nsdli.com](http://www.evoting.nsdli.com)
4. In case shareholders holding shares in demat mode, User ID is the combination of "DPID + Client ID" and in case of those holding shares in physical mode, User ID is the combination of "EVEN + Folio number".
5. 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).
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner (In case of electronic share holding) as on 16th February , 2018.
7. The members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid business reply envelopes. Any extraneous paper found in such envelopes would be destroyed by the scrutinizer and the Company would not act on the same.