

To,

Date: 31/08/2017

**The General Manager,  
Department of Corporate Services**  
BSE Limited, 1<sup>st</sup> Floor, P.J. Tower,  
Dalal Street, Mumbai- 400 001

Dear Sir/Madam,

**Sub: Notice of 23<sup>rd</sup> Annual General Meeting (AGM) and Intimation of cutoff date  
for remote e-voting and Book closure-Reg.**

**Ref : Scrip Code- 538788**

This is to inform that the 23rd Annual General Meeting of the Company will be held on **Saturday, 23rd September, 2017** at 11:00 a.m. at Hotel Chalukya Complex, #44 Race Course Road, Bangalore -560001, Karnataka. The Notice of the 23rd Annual General Meeting is enclosed herewith.

Further, we inform that the Company has fixed on Saturday, 16<sup>th</sup> September, 2017 as the cutoff date to ascertain the shareholders eligibility to cast their vote electronically on all the resolutions in the ensuing 23rd Annual General Meeting (AGM)

Further, we inform that the register of members and the share transfer book will remain close from Saturday, 16<sup>th</sup> September, 2017 to Saturday, 23<sup>th</sup> September, 2017 (both days inclusive).

Further, we inform that E-voting for the purpose of AGM shall be activated from Tuesday, 19<sup>th</sup> September, 2017 at 9:00 A.M. IST and ends on Friday, 22<sup>nd</sup> September 2017 at 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 & COMPLIANCE OFFICER**

**PLACE: BANGALORE**

**DATE : 31/08/2017**

**NOTICE**

**To,  
The Shareholders,**

**NOTICE** is hereby given that the Twenty-Third Annual General Meeting of the members of GILADA FINANCE AND INVESTMENTS LIMITED will be held on Saturday, 23<sup>rd</sup> September, 2017 at 11:00 A.M. at Hotel Chalukya Complex, #44, Race Course Road, Bangalore-560001 Karnataka, 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 31<sup>st</sup> March, 2017 including Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss as at 31<sup>st</sup> March, 2017 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 appoint a director in place Mr. Sampatkumar Shankarlal Gilada (DIN: 02144736) who retires by rotation and, being eligible, offers himself for re-appointment.
3. *To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:*

**“RESOLVED THAT** pursuant to provisions of Sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Agiwal P. & Associates (Firm Registration No. 000051S), Chartered Accountants,—who have confirmed their eligibility in terms of the provisions of Section 141 of the Act and Rule 4 of Companies (Audit and Auditors) Rules, 2014 be and are hereby appointed as statutory auditors of the Company for a period of five (05) years (financial years: 2017-18, 2018-19, 2019-20, 2020-21, 2021-22) to hold office from the conclusion of the Twenty-third Annual General Meeting until the conclusion of the Twenty-eighth Annual General Meeting of the Company (subject to ratification of the appointment by the members of the Company at every Annual General Meeting as per the provisions of the Act) at a remuneration as may be decided by the Board of Directors of the Company in place of the retiring auditors M/s. Vishnukant Jaju & Associates, Chartered Accountants (Firm Registration No. 014328W).”

**B. SPECIAL BUSINESS**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Kothakote Venkobarao Prabhakar (DIN: 07168947) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from 30<sup>th</sup> May 2017 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the

requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from 30<sup>th</sup> May 2017.”

**By the order of Board**

**For GILADA FINANCE AND INVESTMENTS LIMITED**

**ASHOK KUMAR  
(COMPANY SECRETARY & COMPLIANCE OFFICER)  
M. No. : 40962**

**Date:30.05.2017**

**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) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING PROPOSED FOR APPOINTMENT/ RE-APPOINTMENT

<b>Name</b>	<b>Sampatkumar Shankarlal Gilada</b>
DIN	02144736
Age	51 Years
Date of Appointment	08/06/1995
Qualification	B.E and Post Graduate Diploma in Business Management
Expertise in Specific Functional Area	As Director and Partner in various industries, Mr. Sampatkumar Shankarlal Gilada has rich experience in Industrial Management, Technology and Financial Services.
Directorship and Partnership	<ol style="list-style-type: none"> <li>1. Sri Shakti Land Developers And Constructions Company Limited</li> <li>2. Rajvaibhav Enterprises Private Limited</li> <li>3. Vijayalakshmi Hydro Power Private Limited</li> <li>4. Shankarlal Gilada &amp; Sons Private Limited</li> <li>5. SRM Power Private Limited</li> <li>6. Samrat Wires Private Limited</li> <li>7. Yash Proteins Private Limited</li> <li>8. Krishna Valley Power Private Limited</li> <li>9. Sahyadri Renewable Energy Private Limited</li> <li>10. Hinganghat Integrated Textile Park Private Limited</li> <li>11. Gilada Industrial Enterprise LLP</li> <li>12. Siddhi Ferrous LLP</li> <li>13. Prestress Steel LLP</li> </ol>
Chairman/ Membership of Committees in other Indian Public Limited Companies as on 31.03.2017  (i) Audit Committee  (ii) Stakeholders Relationship Committee  (iii) Nomination and Remuneration Committee	NIL
Number of shares held in the company	5100

**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. 3 and 4 is 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 to 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 two than 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](http://www.evoting.nsdl.com) immediately after the declaration of the result by the chairman or the person authorised by him in writing.
11. 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.
12. Members/Proxies are requested to bring their copy of the Annual Report and the attendance slip sent herewith, duly filled, to the AGM.
13. The Register of Members and Share Transfer Books of the company will remain closed from Saturday, 16th September, 2017 to Saturday, 23rd September, 2017 (both days inclusive).
14. Members are requested to intimate the Registrar and Share Transfer Agent of the Company at- Canbank Computer Services Limited, 218, J P Royal, 1<sup>st</sup> Floor, 14<sup>th</sup> Cross, 2<sup>nd</sup> Main, Sampige 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.
15. 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 2016-17 is being sent to all members who 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 2016-17 will also available on the company's website [www.gfil.co.in](http://www.gfil.co.in) for download.
16. 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, 1<sup>st</sup> Floor, 14<sup>th</sup> Cross, 2<sup>nd</sup> Main,  
Sampige Road, Malleshwaram,  
Bengaluru- 560003, Karnataka**

17. 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,**

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**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 companies 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-Third 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, 19<sup>th</sup> September, 2017 at 9:00 A.M and ends on Friday, 22<sup>nd</sup> September 2017 at 5:00 P.M. During this period, member of the Company, holding shares either in physical form or in dematerialized form, as on Saturday, 16<sup>th</sup> September, 2017, 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 22<sup>nd</sup> September, 2017. 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](mailto: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.nsd.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) 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](mailto:cs@nagarajsp818.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 |
|------------------------|--------------|---------|--------------|
|------------------------|--------------|---------|--------------|
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. Saturday, 16th September, 2017.
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. Saturday, 16th September, 2017, such member may obtain the login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [canbankrta@ccsl.co.in](mailto: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](http://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, Practicing Company Secretary, Bangalore (PCS No.:4738) has been appointed by the Board as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.



**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3:**

In accordance with the provisions of Section 139 of the Companies Act, 2013 ('Act') read with Rule 6 of The Companies (Audit and Auditors) Rules, 2014, every Company shall appoint Statutory Auditors to hold office for one term of five years and such appointment is subject to ratification by the Members every year in the annual general meeting. The Act further makes it mandatory to rotate the statutory auditors after ten consecutive years, in case of a firm of auditors. Further with regard to rotation of Auditors, wherever necessary, the companies are required to comply with the provisions of Section 139(2) of the Act by the year 2017 i.e. within three years from the date of commencement of the 'Act'.

The members may note that M/s. Vishnukant Jaju & Associates, Chartered Accountants (Firm Registration No. 014328W) have been the statutory auditors of the Company for more than ten consecutive years and they have accordingly informed the Company that they will not be seeking re-appointment as Statutory Auditors at the conclusion of the forthcoming 23<sup>rd</sup> Annual General Meeting.

M/s. Agiwal P. & Associates (Firm Registration No. 000051S), Chartered Accountants have been identified for appointment as the Statutory Auditors of the Company. Being eligible for appointment under the provisions of the Companies Act, 2013, they have furnished their consent to act as the Statutory Auditors, in terms of the second proviso to Section 139 of the Act and also provided a certificate to the effect that their appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under Section 141 of the Act. The Board of Directors, on the recommendation of the Audit Committee, at the board meeting held on 30<sup>th</sup> May 2017 proposed the appointment of M/s. Agiwal P. & Associates as the Statutory Auditors of the Company for a period of five years from the conclusion of the Twenty-third Annual General Meeting until the conclusion of the Twenty-eighth Annual General Meeting of the Company (subject to ratification of the appointment at every Annual General Meeting in terms of the provisions of the 'Act').

The Board recommends the resolution for approval by the Members of the Company. None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the aforesaid Ordinary Resolution.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

**Item No. 4:**

The Board of Directors of the Company on 30<sup>th</sup> May 2017, has appointed Mr. Kothakote Venkobarao Prabhakar (DIN: 07168947) as an Additional Director of the Company, categorized as Independent, in terms of Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Kothakote Venkobarao Prabhakar for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Kothakote Venkobarao Prabhakar to the

**GILADA FINANCE AND INVESTMENTS LIMITED****CIN: L65910KA1994PLC015981****23<sup>rd</sup> Annual Report, 2016-17**

effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that Mr. Kothakote Venkobarao Prabhakar meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In terms of Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mr. Kothakote Venkobarao Prabhakar fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Kothakote Venkobarao Prabhakar, is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Mr. Kothakote Venkobarao Prabhakar (aged 62 years) holds a Masters Degree in Commerce (M.Com) with specialization in Costing and Banking and M.B.A., (Finance) from All India Management Association, New Delhi. He has worked in Syndicate Bank for about 37 years in various capacities. In 2014-15 he was appointed as Chief Manager, Inspection Department (Risk Based Internal Audit and Risk Based Supervision) Head Office, Syndicate Bank, Manipal.

Except Mr. Kothakote Venkobarao Prabhakar and his relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the notice. The Board recommends the resolution set forth in Item No. 4 of the notice for approval of the members.

By the order of Board

**FOR GILADA FINANCE AND INVESTMENTS LIMITED**

**ASHOK KUMAR**  
**(COMPANY SECRETARY & COMPLIANCE OFFICER)**  
**M. NO. : 40962**

**DATE: 30.05.2017**  
**PLACE: BANGALORE**