



GOKALDAS EXPORTS LIMITED

L18101KA2004PLC033475

Regd. Office : No.16/2, Residency Road, Bengaluru – 560 025

Email: investorcare@gokaldasexports.com | www: gokaldasexports.com

Tel. No. : (080) 41272200 Fax No. (080) 33477491

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF GOKALDAS EXPORTS LIMITED CONVENED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH AND NOTICE OF POSTAL BALLOT AND E-VOTING

MEETING:

Day	Monday
Date	November 27, 2017
Time	2.30 p.m.
Venue	J.N. Tata Auditorium, National Science Symposium Complex, Near Indian Institute of Science, Sir C. V. Raman Avenue, Malleshwaram 18th Cross, Bengaluru 560012

POSTAL BALLOT AND E-VOTING:

Start Date	28-10-2017
End Date	26-11-2017

Sl. No.	Contents	Page No.
1	Notice convening Meeting of the Equity Shareholders of Gokaldas Exports Limited (Applicant Company No. 10/Transferee Company)	1 - 3
2	Notice of Postal Ballot and E-Voting.	4 - 6
3	Explanatory Statement under Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013.	7 - 22
4	ANNEXURE A Scheme of Amalgamation(Scheme) between Deejay Trading Private Limited, Glamourwear Apparels Private Limited, Madhin Trading Private Limited, Magenta Trading Private Limited, Rafter Trading Private Limited, Rajdin Apparels Private Limited, Reflexion Trading Private Limited, Rishikesh Apparels Private Limited and Seven Hills Clothing Private Limited (collectively referred to as “ TRANSFEROR COMPANIES ”) WITH GOKALDAS EXPORTS LIMITED (“ Transferee Company ”)	23 - 37
5	ANNEXURE B Certificate dated September 21, 2017 from Girish, Murthy and Kumar, the then Statutory Auditor of the Company stating that since there is no change in the shareholding pattern of the Transferee Company (Applicant Company No. 10) pursuant to the Scheme, no valuation process is applicable to the Scheme.	38
6	ANNEXURE C Certificate dated September 21, 2017 from Girish, Murthy & Kumar, the then Statutory Auditor of the Company stating that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013	39
7	ANNEXURE D Fairness Opinion on the Scheme dated October 16, 2017 obtained from Karvy Investor Services Ltd.	40 - 41
8	ANNEXURE E Observation Letter dated December 30, 2016 obtained from BSE Limited (BSE)	42 - 43
9	ANNEXURE F Observation Letter dated December 30, 2016 obtained from National Stock Exchange of India Limited (NSE)	44 - 45
10	ANNEXURE G Complaints Report dated October 28, 2016 submitted by the Company to BSE and NSE and also uploaded on the Company's website	46 - 47
11	ANNEXURE H Report dated October 18, 2017 adopted by the Board of Directors of the Transferee Company (Applicant Company No. 10) as required under Section 232(2) (c) of the Companies Act, 2013.	48
12	ANNEXURE I Supplementary Accounting Statement as required under Section 232(2) (e) of the Companies Act, 2013.	49
13	Form of Proxy	
14	Attendance Slip	
15	Postal Ballot Form with instructions and Business Reply Envelope (in loose leaf form) Enclosed	

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH, AT BENGALURU

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF DEEJAY TRADING PRIVATE LIMITED

(CIN: U17111KA2003PTC031614)...APPLICANT NO.1 / TRANSFEROR COMPANY
NO. 1 AND

GLAMOURWEAR APPARELS PRIVATE LIMITED

(CIN: U18101KA2004PTC034154)..APPLICANT NO.2 / TRANSFEROR COMPANY
NO. 2 AND

MADHIN TRADING PRIVATE LIMITED

(CIN: U17111KA2003PTC031643)..APPLICANT NO.3 / TRANSFEROR COMPANY
NO. 3 AND

MAGENTA TRADING PRIVATE LIMITED

(CIN: U17111KA2003PTC031645).. APPLICANT NO.4 / TRANSFEROR COMPANY
NO. 4 AND

RAFTER TRADING PRIVATE LIMITED

(CIN: U17111KA2003PTC031681).. APPLICANT NO.5 / TRANSFEROR COMPANY
NO. 5 AND

RAJDIN APPARELS PRIVATE LIMITED

(CIN: U18101KA2004PTC033904)..APPLICANT NO.6 / TRANSFEROR COMPANY
NO. 6 AND

REFLEXION TRADING PRIVATE LIMITED

(CIN: U17111KA2003PTC031680).. APPLICANT NO.7 / TRANSFEROR COMPANY
NO. 7 AND

RISHIKESH APPARELS PRIVATE LIMITED

(CIN: U18101KA2004PTC033760).. APPLICANT NO.8 / TRANSFEROR COMPANY
NO. 8 AND

SEVEN HILLS CLOTHING PRIVATE LIMITED

(CIN: U18101KA2004PTC034162).. APPLICANT NO.9 / TRANSFEROR COMPANY
NO. 9

(COLLECTIVELY REFERRED TO AS APPLICANTS/ "TRANSFEROR COMPANIES")

WITH

GOKALDAS EXPORTS LIMITED

(CIN: L18101KA2004PLC033475). APPLICANT NO. 10 / "TRANSFEREE COMPANY")

AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

FORM NO.CAA2

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF GOKALDAS EXPORTS LIMITED (TRANSFEREE COMPANY/
APPLICANT COMPANY NO. 10)**

To,

The Equity Shareholders of Gokaldas Exports Limited

Notice is hereby given that by an Order dated September 25, 2017, the Bengaluru Bench of the Hon'ble National Company Law Tribunal ("Tribunal") has directed a meeting to be held of the equity shareholders of Gokaldas Exports Limited for the purpose of considering, and if thought fit, approving with or without modifications, the Scheme of Amalgamation under Sections 230-232 of the Companies Act, 2013 proposed between DeeJay Trading Private Limited(Applicant Company No. 1/Transferor Company No. 1) , GlamourWear Apparels Private Limited(Applicant Company No. 2/Transferor Company No. 2), Madhin Trading Private Limited(Applicant Company No. 3/Transferor Company No. 3), Magenta Trading Private Limited(Applicant Company No. 4/Transferor Company No. 4), Rafter Trading Private Limited(Applicant Company No. 5/Transferor Company No. 5), Rajdin Apparels Private Limited(Applicant Company No. 6/Transferor Company No. 6), Reflexion Trading Private Limited(Applicant Company No. 7/Transferor Company No. 7), Rishikesh Apparels Private Limited (Applicant Company No. 8/Transferor Company No. 8)and Seven Hills Clothing Private Limited (Applicant Company No. 9/Transferor Company No. 9) (collectively referred to as "Transferor Companies") with Gokaldas Exports Limited(referred to as Applicant Company No. 10/Transferee Company) and for this purpose, to transact the following special business:

To consider and if thought fit, approve, with or without modification, the following resolution under Sections 230 to 232 of the Companies Act, 2013

"RESOLVED THAT pursuant to Sections 230 to 232 of the Companies Act, 2013 read with the Companies(Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association and subject to the necessary approval by requisite majority of the shareholders and creditors, subject to the approval of the Bengaluru Bench of the Hon'ble National Company Law Tribunal and subject to such other approvals, permissions and sanctions of regulatory and other authorities and subject to such conditions and modifications as may be imposed by the said Tribunal while granting such consents, approvals or permissions, which may be agreed to by the Board of Directors, approval be and is hereby accorded to the Scheme of Amalgamation of DeeJay Trading Private Limited("DTPL") , GlamourWear Apparels Private Limited ("GAPL"), Madhin Trading Private Limited("MTPL") , Magenta Trading Private Limited ("MGTPL"), Rafter Trading Private Limited("RTPL") , Rajdin Apparels Private Limited("RAPL") , Reflexion Trading Private Limited(" RXTPL"), Rishikesh Apparels Private Limited ("RKAPL") and Seven Hills Clothing Private Limited("SHCPL) (collectively called as "Transferor Companies") with Gokaldas Exports Limited("The Transferee Company") and their respective shareholders and Creditors as attached to this notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem appropriate or necessary to give effect to this resolution and effectively implement the Amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bengaluru Bench while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to this Scheme, as the Board of Directors may deem fit or proper."

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Transferee Company will be held at the venue, date and time as given below, at which time and place, the said Equity Shareholders are requested to attend.

Sl. No.	Description	Date	Time and Place
1	Meeting of Equity Shareholders of Gokaldas Exports Limited (Applicant Company No.10/ Transferee Company)	27-11-2017 (Monday)	2.30 p.m. J.N. Tata Auditorium, National Science Symposium Complex, Near Indian Institute of Science, Sir C. V. Raman Avenue, Malleshwaram 18th Cross, Bengaluru 560012

FURTHER NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies(Management and Administration) Rules, 2013, Regulation 44 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 , and in compliance with Para 9 of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, and such other applicable laws if any, and in furtherance of the directions given by the Hon'ble Tribunal, the Company has provided the Equity Shareholders with the facility of casting their vote by way of postal ballot or by way of remote e-voting using the remote e-voting facility offered by Karvy Computershare Private Limited. (Karvy).

The Shareholders may refer to the "Notes" to this Notice and Postal Ballot form for further details on voting through postal ballot and remote e-voting.

Copy of the said Scheme of Amalgamation, Explanatory Statement under Section 230 read with Section 102 of the Act, and other annexure including Proxy Form, Attendance Slip and Postal Ballot Form are enclosed herewith. Further, copies of the Scheme and Statement under Section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Applicant Company No.10/Transferee Company Or at the office of it's authorized representative, viz., Sri. S Santhanakrishnan, Managing Partner of PKF Sridhar & Santhanam, LLP, Chartered Accountants, T8 & T9, Gem Plaza, 66, Infantry Road, Bengaluru – 560001 or Sri. V. Sreedharan, Partner, V. Sreedharan & Associates, Practising Company Secretaries, GNR Complex, II Floor, 32/33, 8th Cross, Wilson Garden, Bengaluru 560 027.

You may attend and vote at the meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the Registered Office of the Transferee Company at # 16/2, Residency Road, Bengaluru 560 025 not later than 48 hours before the scheduled time of the meeting. Proxy form is enclosed herewith and can be had at the Registered Office of the Company. The Hon'ble Tribunal has appointed Mr. P. Ramababu, Vice Chairman of Gokaldas Exports Limited(Transferee Company) as the Chairperson of the Meeting or of any adjournment(s) thereof.

The Audit Committee and the Board of Directors of the Transferee Company at their respective Meetings held on September 26, 2016 and February 03, 2017 have approved the Scheme, subject to approval by the requisite majority of the Shareholders and Creditors of the Transferee Company and subject to the sanction of the Hon'ble Tribunal and of such other authorities as may be necessary.

The voting rights of Equity Shareholders shall be in proportion to their Equity Shareholding in the Transferee Company as on the close of business on October 13, 2017. ('Cut-off Date').

Place: Bengaluru
Date : October 18, 2017
Registered Office:
16/2, Residency Road,
Bengaluru 560 025

Sd/-
P. Ramababu
DIN: 00149649
Chairperson Appointed for the Meeting

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before commencement of the Meeting.
2. The Proxy-holder shall prove his identity at the time of attending the Meeting.
3. All alterations made in the proxy form should be initialed. The proxy form can be obtained free of charge from the registered office of the Transferee Company.
4. Only registered Equity Shareholders of the Transferee Company may attend and vote (either in person or by proxy or by Authorized Representative under Sections 112 and 113 of the Companies Act, 2013) at the Equity Shareholders' Meeting or vote through postal ballot or electronic means. The Authorized Representative of a body corporate which is a registered Equity Shareholder of the Transferee Company may attend and vote at the Equity Shareholders' Meeting , provided a certified true copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of the body corporate authorizing such representative to attend and vote at the Equity Shareholders' Meeting is deposited at the Registered Office of the Transferee Company not later than 48 (forty eight) hours before the Meeting.
5. A person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Transferee Company carrying voting rights. A Member holding more than 10% of the total share capital of the Transferee Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
6. It is further clarified that the Proxies can only vote on poll at the general meeting and not through any other mode.
7. During the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, an Equity Shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Transferee Company, provided that not less than 3 (three) days of notice in writing is given to the Transferee Company.
8. Foreign Institutional Investors who are registered Equity Shareholder(s) of the Transferee Company would be required to deposit certified copies of power of attorney, authorizing the individuals named therein, to attend and vote at the Meeting on its behalf. These documents must be deposited at the Registered Office of the Transferee Company not later than 48 (forty-eight) hours before the Meeting.
9. A Member or his/her Proxy is requested to bring the copy of the notice to the Meeting and produce the attendance slip, duly completed, signed and handed over at the entrance of the Meeting venue. The queries, if any, related to the Scheme shall be sent to the Company Secretary at its registered office in such a way that the Transferee Company shall receive the same at least seven days before the meeting.

10. Members who hold Shares in dematerialized form are requested to bring their Client ID and DP ID number for easy identification of attendance at the Meeting.
11. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Transferee Company/list of beneficial owners as received from the Depositories in respect of such joint holding will be entitled to vote.
12. The Notice is being sent to all Members whose names appeared in the Register of Members/Beneficial Owners as per the details furnished by the Depositories as on the Cut-Off Date, ie. October 13, 2017. This Notice of the NCLT Convened Meeting of Members of the Transferee Company is also displayed / posted on the website of the Transferee Company at www.gokaldasexports.com and on the website of Karvy at <http://evoting.karvy.com>
13. In compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014; (iii) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (iv) Secretarial Standards-2 on General Meetings, the Company has provided the facility to the Shareholders to cast their votes either by way of postal ballot or through remote e-voting facility arranged by Karvy, prior to the Meeting. The Transferee Company has also provided the facility of voting through poll at the venue of the meeting for the members who have not cast their vote earlier.
14. Member(s) can opt only for one mode of voting. If a Member has opted for voting through the remote e-voting, then he/she should not vote through postal ballot or at the meeting. However, in case Members cast their vote both through remote e-voting and postal ballot, then voting through remote e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
15. It is clarified that votes may be cast by Shareholders either by postal ballot or e-voting and casting of votes by postal ballot or e-voting does not disentitle them from attending the Meeting. Shareholder after exercising his right to vote through postal ballot or e-voting shall not be allowed to vote again at the Meeting.
16. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Members on the cut-off date, i.e. Friday, October 13, 2017.
17. The voting period for postal ballot and remote e-voting shall commence on and from Saturday, October 28, 2017 at 9.00 a.m. and end on Sunday, November 26, 2017 at 5.00 p.m.
18. As directed by the Hon'ble Tribunal, Mr. D. Nagendra Rao, Practising Company Secretary (Certificate of Practice No. 7731) shall act as Scrutinizer to scrutinize votes cast either through Postal Ballot and remote e-voting and for the meeting of equity shareholders. He shall submit a report on votes cast, to the Chairman of the Meeting within 48 (forty-eight) hours from the conclusion of the Meeting.
19. The result of the voting shall be announced by the Chairman on or after November 27, 2017, upon receipt of Scrutinizer's report and same shall be displayed on the website of the Transferee Company at www.gokaldasexports.com and on Karvy website at <http://evoting.karvy.com> besides being sent to BSE Limited and National Stock Exchange of India Limited on the said date.
20. The particulars as required under Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) with regard to the remote e-voting shall be published through an advertisement in the following newspapers (i) Financial Express in English language and (ii) Prajavani in Kannada language, both having circulation in the district where the Registered office of the Transferee Company is situated.
21. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution / Authority.
22. All relevant documents referred to in the above Notice and other documents have been kept open for inspection by Members of the Transferee Company at its Registered Office at # 16/2, Residency Road, Bengaluru 560025 between 10.00 a.m. to 12 noon on all working days (except Saturdays, Sundays and Holidays) up to the date of the Meeting.



GOKALDAS EXPORTS LIMITED

L18101KA2004PLC033475

Regd. Office : No.16/2, Residency Road, Bengaluru – 560 025
Email: investorcare@gokaldasexports.com | www: gokaldasexports.com
Tel. No. : (080) 41272200 Fax No. (080) 33477491

NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTION 110 AND 230 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 FURTHER READ WITH REGULATION 44 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LODR REGULATIONS”) AND READ WITH SEBI CIRCULAR BEARING NO. CIR/CFD/CMD/16/2015 DATED NOVEMBER 30, 2015(SEBI CIRCULAR)

To,
The Equity Shareholders of Gokaldas Exports Limited (“Transferee Company”)

NOTICE is hereby given to the Equity Shareholders of Gokaldas Exports Limited (“Transferee Company”) pursuant to Section 110, 230 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“Rules”) , Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Securities and Exchange Board of India (“SEBI”) Circular bearing no. CIR/CFD/CMD/16/2015 dated November 30, 2015 (“SEBI Circular”) to consider, and if thought fit, approve the arrangement embodied in the Scheme of Amalgamation under Sections 230-232 of the Companies Act, 2013 between Deejay Trading Private Limited(Applicant Company No. 1/Transferor Company No. 1) , GlamourWear Apparels Private Limited(Applicant Company No. 2/Transferor Company No. 2), Madhin Trading Private Limited(Applicant Company No. 3/Transferor Company No. 3), Magenta Trading Private Limited(Applicant Company No. 4/Transferor Company No. 4), Rafter Trading Private Limited(Applicant Company No. 5/Transferor Company No. 5), Rajdin Apparels Private Limited(Applicant Company No. 6/Transferor Company No. 6), Reflexion Trading Private Limited(Applicant Company No. 7/Transferor Company No. 7), Rishikesh Apparels Private Limited (Applicant Company No. 8/Transferor Company No. 8)and Seven Hills Clothing Private Limited (Applicant Company No. 9/Transferor Company No. 9) (collectively referred to as “Transferor Companies”) with Gokaldas Exports Limited(referred to as Applicant Company No. 10/Transferee Company) and their respective shareholders and creditors and to pass the Resolution set out below in this Notice through Postal Ballot and E-voting.

The Board of Directors of the Transferor Companies at their respective meetings held on September 16, 2016 and January 30, 2017 and the Board of Directors of the Transferee Company at their meetings held on September 26, 2016 and February 03, 2017 have approved the proposed Scheme of Amalgamation, subject to approval of the shareholders, creditors and the Hon’ble National Company Law Tribunal, Bengaluru Bench and other regulatory authorities.

The Bengaluru Bench of the Hon’ble National Company Law Tribunal has vide its Order dated September 25, 2017 directed the Company to convene and conduct a meeting of the Equity Shareholders of the Transferee Company on Monday, November 27, 2017 at 2.30 p.m. at J.N. Tata Auditorium, National Science Symposium Complex, Near Indian Institute of Science, Sir C. V. Raman Avenue, Malleshwaram 18th Cross, Bengaluru 560012.

The Hon’ble Tribunal has also directed the Company to convene and conduct a meeting of the Secured Creditors of the Transferee Company on Thursday, November 23, 2017 at 2.30 p.m. at the registered office of the Company at # 16/2, Residency Road, Bengaluru 560025.

In addition to the Meeting, the Company also seeks the approval of its Equity Shareholders to the Scheme by way of Postal Ballot and E-Voting pursuant to applicable provisions of the Act read with the Rules (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of SEBI LODR Regulations, the SEBI Circular and under relevant provisions of applicable laws.

In terms of the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the public shareholders of the Transferee Company in favour of the proposal are more than the valid votes cast by the public shareholders against the proposal. Further in terms of the SEBI Circular, the promoter and promoter group, subsidiary and associates of the company are not entitled to vote by Postal Ballot or E-voting in relation to postal ballot.

The notice convening the Meeting with the documents accompanying the same, being the Explanatory Statement under Section 230 read with Section 102 of the Companies Act, 2013 and the rules issued thereunder, Observation letter issued by BSE Limited and NSE Limited, Complaints Report, Attendance Slip, a Form of Proxy, Postal Ballot Form and Business Reply Envelope, are being sent to the members of the Company.

The Board of Directors has appointed Mr. D. Nagendra Rao, Practicing Company Secretary (Certificate of Practice No. 7731) as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (FOR) or dissent (AGAINST) therein and return the same in original duly completed in the attached self-addressed, postage prepaid envelope (if posted in India) so as to reach the Scrutinizer not later than 5 p.m. of November 26, 2017.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballots including E-voting. The result of the Postal Ballot including E-voting would be announced by the Chairman of the Meeting or his authorised representative within 48 hours of the conclusion of Postal Ballot and E-voting at the Registered Office of the Company situated at # 16/2, Residency Road, Bengaluru 560025. The said result would be displayed at the Registered Office of the Company and intimated to the BSE Limited and NSE Limited where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website viz.,www.gokaldasexports.com.

To consider and if thought fit, approve, with or without modification, the following resolution under Sections 230 to 232 of the Companies Act, 2013

“RESOLVED THAT pursuant to Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association and subject to the necessary approval by requisite majority of the shareholders and creditors, subject to the approval of the Bengaluru Bench of the Hon’ble National Company Law Tribunal and subject to such other approvals, permissions and sanctions of regulatory and other authorities and subject to such conditions and modifications as may be imposed by the said Tribunal while granting such consents, approvals or permissions, which may be agreed to by the Board of Directors, approval be and is hereby accorded to the Scheme of Amalgamation of Deejay Trading Private Limited(“DTPL”) , GlamourWear Apparels Private Limited (“GAPL”), Madhin Trading Private Limited(“MTPL”) , Magenta Trading Private Limited (“MGTP”), Rafter Trading Private Limited (“RTPL”) , Rajdin Apparels Private Limited(“RAPL”) , Reflexion Trading Private Limited (“RXTPL”) , Rishikesh Apparels Private Limited (“RKAPL”) and Seven Hills Clothing Private Limited (“SHCPL”) (collectively called as “Transferor Companies”) with Gokaldas Exports Limited (“The Transferee Company”) and their respective shareholders and Creditors as attached to this notice.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem appropriate or necessary to give effect to this resolution and effectively implement the Amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon’ble National Company Law Tribunal, Bengaluru Bench while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to this Scheme, as the Board of Directors may deem fit or proper.”

Place: Bengaluru
Date : October 18, 2017
Registered Office:
16/2, Residency Road,
Bengaluru 560 025

Sd/
P. Ramababu
DIN: 00149649
Chairperson Appointed for the Meeting

Explanatory Statement

The Transferee Company had filed the Scheme of Amalgamation with the Stock Exchanges as required under SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015. Under para 9 of the said Circular, the said circular was applicable where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter Group.

Thereafter, Para 6 of a subsequent SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 provided inter alia that Schemes already submitted to the stock exchange in terms of SEBI Circular No. CIR/CFD/ CMD/16/2015 dated November 30, 2015 shall be governed by the requirements specified in that circular. Para 7 also provided inter alia that the provisions of this circular shall not apply to schemes which solely provides for merger of a wholly owned subsidiary with the parent company. However, such draft schemes shall be filed with the Stock Exchanges for the purpose of disclosure and the Stock Exchanges shall disseminate the scheme documents on their websites.

Accordingly, as required by SEBI Circular dated November 30, 2015 and as directed by the Order dated September 25, 2017, of the Bengaluru Bench of the Hon’ble National Company Law Tribunal, the Scheme of Amalgamation as provided in this Postal Ballot notice requires approval by postal ballot and e-voting.

The detailed Explanatory Statement to the Notice of the Meeting of the Equity Shareholders of Gokaldas Exports Limited and Postal Ballot and E-Voting under Sections 102, 110 and 230-232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements And Amalgamations) Rules, 2016 is enclosed and may be read as the Explanatory Statement for the postal ballot.

Notes for Postal Ballot and E-Voting:

A. NOTES FOR POSTAL BALLOT:

1. A copy of the said Scheme of Amalgamation and Explanatory Statement under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Circular bearing no. CIR/CFD/CMD/16/2015 dated November 30, 2015, is being sent to you for your consideration.
2. The Postal Ballot Form together with self-addressed postage pre-paid Business Reply Envelope is enclosed for use of the member(s).
3. The accompanying Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited(NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on October 13, 2017(hereinafter referred to as “The cut off date”) Accordingly, the Members whose names appear in the Register of Members/List of Beneficial Owners as on the cut off date will be reckoned for the purpose of voting.
4. Members who have registered their E-mail IDs with Depositories / RTA / Company are being served with Postal Ballot Notice documents by e-mail and members who have not registered their E-mail IDs will receive Postal Ballot Notice along with Postal Ballot Form through prescribed mode under the Act. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may request the Company /Registrar and Share Transfer Agent for a physical copy of Postal Ballot Form/download the same from the website of the company.(www.gokaldasexports.com).
5. The Postal Ballot Notice will be uploaded on the Company’s website viz. www.gokaldasexports.com and on the website of Karvy viz., <http://evoting.karvy.com>.
6. All the relevant documents referred to in the Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 a.m. to 12 noon on all working days (except Saturdays, Sundays and Holidays) up to the last date of voting.

Members are requested to read other important instructions contained in the Postal Ballot Form.

B. NOTES FOR E-VOTING:

1. In compliance with provisions of Section 108 and 230 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated November 30, 2015, the Company is pleased to offer e-voting facility as an alternative through E-voting services provided by Karvy Computershare Private Limited (Karvy) for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
2. The e-voting period commences on October 28, 2017 (9.00 a.m.) and ends on November 26, 2017 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which shall be October 13, 2017 may cast their vote electronically and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only. The E-Voting module shall be disabled by Karvy for voting thereafter. The said date, ie, October 13, 2017 shall be the “cut off date.”
3. For the purpose of dispatch of this Notice, Shareholders of the Company holding shares either in physical form or in dematerialized form as on cut off date have been considered.
4. The voting rights of members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Applicant Company as on the cut-off date.
5. In case Members cast their vote both via Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid, notwithstanding whichever is cast first.
6. Mr. Nagendra D. Rao, Practicing Company Secretary (Certificate of Practice No. 7731) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.

General information relating to e-voting

- i. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the October 13, 2017 (cut-off date) only shall be entitled to avail the facility of e-voting.

- ii. In case of any queries or grievances, with regard to e-voting, shareholders can Contact Ms. C. Shobha Anand, Assistant General Manager, Karvy Computershare Private Limited at Contact No.: 040-67161559, email id: einward.ris@karvy.com

Instructions relating to e-voting:

- A. In case of shareholders receiving an e-mail from Karvy Computershare Private Limited [for shareholders whose e-mail addresses are registered with the Company/depository participant(s)]
 - (i) Launch internet browser by typing the following url <https://evoting.karvy.com>.
 - (ii) Input user ID and password as initial password noted in step (i) above. Click Login.
 - (iii) Shareholders holding shares in Demat/ Physical form will now reach the Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc, on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (iv) You need to login again with the new credentials.
 - (v) On successful login system will prompt to select the e-voting event number of Gokaldas Exports Limited.
 - (vi) If you are holding shares in Demat form and had logged on to “<https://evoting.karvy.com>” and casted your vote earlier for any company, then your existing login id and password are to be used.
 - (vii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (viii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (ix) Institutional shareholders (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 Authorised signatory(ies) who are Authorised to vote, to the Scrutinizer to his e-mail ID, Nagendradrao@gmail.com with a copy marked to evoting@karvy.com.
- B. In case a shareholder receives physical copy of the Postal Ballot Notice and Postal Ballot Form
 - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD/PIN

Please follow all steps from Sl. No. (i) to Sl. No. (ix) as mentioned in (A) above, to cast the vote.

- (ii) In case of any queries, please refer to Frequently Asked Questions(FAQ's) and e-voting user manual for members available at the website of the E-voting Platform Provider viz. <http://evoting.karvy.com> or contact Karvy Computershare Private Limited at toll free number 18003454001 or the company at investorcare@gokaldasexports.com.
- (iii) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.
- (iv) 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).

Shareholders whose email id is registered with Karvy/Depositories are being sent Notice of Postal Ballot by email and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from or seek duplicate Postal Ballot Form from Karvy Computershare Private Limited, Registrar & Share Transfer Agents, Unit: Gokaldas Exports Limited, Karvy Selenium Tower B, Plot No. 31 & 32 Financial District, Nanakramguda, Hyderabad: 500032, fill in the details and send the same to the Scrutinizer.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH, AT BENGALURU
IN THE MATTER OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF DEEJAY TRADING PRIVATE LIMITED
(CIN: U17111KA2003PTC031614)...APPLICANT NO.1 / TRANSFEROR COMPANY
NO. 1 AND
GLAMOURWEAR APPARELS PRIVATE LIMITED
(CIN: U18101KA2004PTC034154)..APPLICANT NO.2 / TRANSFEROR COMPANY
NO. 2 AND
MADHIN TRADING PRIVATE LIMITED
(CIN: U17111KA2003PTC031643)..APPLICANT NO.3 / TRANSFEROR COMPANY
NO. 3 AND
MAGENTA TRADING PRIVATE LIMITED
(CIN: U17111KA2003PTC031645).. APPLICANT NO.4 / TRANSFEROR COMPANY
NO. 4 AND
RAFTER TRADING PRIVATE LIMITED
(CIN: U17111KA2003PTC031681).. APPLICANT NO.5 / TRANSFEROR COMPANY
NO. 5 AND
RAJDIN APPARELS PRIVATE LIMITED
(CIN: U18101KA2004PTC033904)..APPLICANT NO.6 / TRANSFEROR COMPANY
NO. 6 AND
REFLEXION TRADING PRIVATE LIMITED
(CIN: U17111KA2003PTC031680).. APPLICANT NO.7 / TRANSFEROR COMPANY
NO. 7 AND
RISHIKESH APPARELS PRIVATE LIMITED
(CIN: U18101KA2004PTC033760).. APPLICANT NO.8 / TRANSFEROR COMPANY
NO. 8 AND
SEVEN HILLS CLOTHING PRIVATE LIMITED
(CIN: U18101KA2004PTC034162).. APPLICANT NO.9 / TRANSFEROR COMPANY
NO. 9
(COLLECTIVELY REFERRED TO AS APPLICANTS/ "TRANSFEROR COMPANIES")
WITH
GOKALDAS EXPORTS LIMITED
(CIN: L18101KA2004PLC033475). APPLICANT NO. 10 / "TRANSFEEEE COMPANY")
AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

COMPANY APPLICATION NO. CA(CAA) NO. 54/BB/17

EXPLANATORY STATEMENT TO THE NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF GOKALDAS EXPORTS LIMITED AND POSTAL BALLOT AND E-VOTING UNDER SECTIONS 102, 110 AND 230-232 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

In this Statement:

- i) "Transferor Companies" mean DeeJay Trading Private Limited ("DTPL"), Glamourwear Apparels Private Limited ("GAPL"), Madhin Trading Private Limited ("MTPL"), Magenta Trading Private Limited ("MGTP"), Rafter Trading Private Limited ("RTPL"), Rajdin Apparels Private Limited ("RAPL"), Reflexion Trading Private Limited ("RXTPL"), Rishikesh Apparels Private Limited ("RKAPL") and Seven Hills Clothing Private Limited ("SHCPL")
- ii) "Transferee Company" means Gokaldas Exports Limited, (CIN : L18101KA2004PLC033475), a Listed Company whose registered office is located at # 16/2, Residency Road, Bengaluru 560025 and whose equity shares are listed on the BSE Limited and NSE Limited.
- iii) "SEBI Circular" means Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by the Securities and Exchange Board of India.

I. Details of the order of the Tribunal directing the calling, convening and conducting of the meeting:

Pursuant to the Order dated September 25, 2017, passed by the Hon'ble National Company Law Tribunal ("NCLT"), Bengaluru Bench, in CA(CAA) No. 54/BB/17, a meeting of the Equity Shareholders of Gokaldas Exports Limited is being convened at J.N. Tata Auditorium, National Science Symposium Complex, Near Indian Institute of Science, Sir C. V. Raman Avenue, Malleshwaram 18th Cross, Bengaluru - 560012, on Monday, the 27th day of November, 2017 at 2:30 p.m, for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of 9(Nine) Transferor Companies with the Transferee Company as mentioned above and their respective members and creditors. Notice of the said meeting together with the copy of the Scheme of Amalgamation is sent herewith. Persons to whom notice is sent may vote in the meeting either in person or by proxy.

In addition to the Meeting of the Equity Shareholders of the Transferee Company to seek their approval to the aforesaid Scheme of Amalgamation pursuant to Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof) and rules issued thereunder, approval of the Equity Shareholders of the Transferee Company is also sought by way of Postal Ballot and e-voting as required under Regulation 44 of the SEBI LODR Regulations read with SEBI Circular and the Act and as directed by the Hon'ble Tribunal.

For the information of members, the Hon'ble Tribunal, vide its Order dated September 25, 2017 has dispensed with the meetings of the members and Unsecured Creditors of all the 9 (Nine) Transferor Companies and the meeting of the Unsecured Creditors of the Transferee Company. Further, it has directed convening of the meeting of the Secured Creditors of the Transferee Company on Thursday, November 23, 2017 at 2.30 p.m. at # 16/2, Residency Road, Bengaluru 560 025.

This statement explaining the terms of the Scheme of Amalgamation is being furnished as required u/s 230(3) of the Companies Act, 2013 read with Rule6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

II. Details of the company

1. Deejay Trading Private Limited (Applicant No.1 / Transferor Company):

Sl No.	Particulars	Details
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U17111KA2003PTC031614
b.	Permanent Account Number (PAN)	AACCD0487F
c.	Name of the company	Deejay Trading Private Limited
d.	Date of incorporation	February 21, 2003
e.	Type of the company	Company limited by Shares. Private Limited Company
f.	Registered office address and e-mail address	16/2, Residency Road, Bangalore - 560025 cs@gokaldasexports.com
g.	Details of change of name, registered office and objects of the company during the last 5 years	Change in Registered office of the company within the city of Bengaluru w e f 10th February, 2016
h.	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not applicable

i. Capital Structure of the Company:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

There has been no change in the capital structure subsequent to March 31, 2017 and upto date.

j. Summary of main object as per the memorandum of association and main business carried on by the company (activities of the Company):

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

The company is engaged in the manufacture of garments on job work basis.

k. Name of the promoters and directors along with their addresses:

a) Promoters

Sl no.	Name of the Promoter(S)	Address of the Promoter(s)
1	Gokaldas Exports Limited	No. 16/2, Residency Road, Bangalore - 560 025

b) Present Directors

Sl no.	Names of the Directors	Address of the Directors
1	Mr. Padala Ramababu	Flat No.2, No.9 Mayflower Apartment, Satyanarayana Avenue, R. A. Puram Chennai 600028
2	Mr. Sundararajan Poorana Seenivasan	Building No-12, Flat No-004, Mantri Residency, Bannerghatta Road, Gottigere, Bangalore 560076
3	Mr. Sathyamurthy Annamalai	T S R Nagar, Thiruvottiyur, Chennai 600019

2. Glamourwear Apparels Private Limited (Applicant No.2 / Transferor Company):

Sl No.	Particulars	Details
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U18101KA2004PTC034154
b.	Permanent Account Number (PAN)	AACCG2526L
c.	Name of the company	Glamourwear Apparels Private Limited
d.	Date of incorporation	June 16, 2004
e.	Type of the company	Company limited by Shares. Private Limited Company
f.	Registered office address and e-mail address	16/2, Residency Road, Bangalore - 560025 cs@gokaldasexports.com
g.	Details of change of name, registered office and objects of the company during the last 5 years	Change in Registered office of the company within the city of Bengaluru w. e.f 10th February, 2016
h.	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not applicable

i. Capital Structure of the Company:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

There has been no change in the capital structure subsequent to March 31, 2017 and upto date.

j. Summary of main object as per the memorandum of association and main business carried on by the company (activities of the Company):

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed-sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri-cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

The company is engaged in the manufacture of garments on job work basis.

k. Name of the promoters and directors along with their addresses:

a) Promoters

Sl no.	Name of the Promoter(S)	Address of the Promoter(S)
1	Gokaldas Exports Limited	No. 16/2, Residency Road, Bangalore - 560 025

b) Present Directors

Sl no.	Names of the Directors	Address of the Directors
1	Mr. Padala Ramababu	Flat No.2, No.9 Mayflower Apartment, Satyanarayana Avenue, R. A. Puram Chennai 600028
2	Mr. Sundararajan Poorana Seenivasan	Building No-12, Flat No-004, Mantri Residency, Bannerghatta Road, Gottigere, Bangalore 560076
3	Mr. Sathyamurthy Annamalai	T S R Nagar, Thiruvottiyur, Chennai 600019

3. Madhin Trading Private Limited (Applicant No.3 / Transferor Company):

Sl No.	Particulars	Details
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U17111KA2003PTC031643
b.	Permanent Account Number (PAN)	AAECM0513H
c.	Name of the company	Madhin Trading Private Limited
d.	Date of incorporation	February 27, 2003
e.	Type of the company	Company limited by Shares. Private Limited Company
f.	Registered office address and e-mail address	16/2, Residency Road, Bangalore - 560025 cs@gokaldasexports.com
g.	Details of change of name, registered office and objects of the company during the last 5 years	Change in Registered office of the company within the city of Bengaluru w e f 10th February, 2016
h.	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not applicable

i. Capital Structure of the Company:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

There has been no change in the capital structure subsequent to March 31, 2017 and upto date.

j. Summary of main object as per the memorandum of association and main business carried on by the company (activities of the Company):

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies,

bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.

- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

The company is engaged in the manufacture of garments on job work basis.

k. Name of the promoters and directors along with their addresses:

a) Promoters

Sl no.	Name of the Promoter(S)	Address of the Promoter(S)
1	Gokaldas Exports Limited	No. 16/2, Residency Road, Bangalore - 560 025

b) Present Directors

Sl no.	Names of the Directors	Address of the Directors
1	Mr. Padala Ramababu	Flat No.2, No.9 Mayflower Apartment, Satyanarayana Avenue, R. A. Puram Chennai 600028
2	Mr. Sundararajan Poorana Seenivasan	Building No-12, Flat No-004, Mantri Residency, Bannerghatta Road, Gottigere, Bangalore 560076
3	Mr. Kyathasandra Vasudev Raghavendra Prasad	58, Sriniketana, 1st Main, BSK 5th Stage, Happy Valley, Bangalore 560061
4	Mr. Sathyamurthy Annamalai	T S R Nagar, Thiruvottiyur, Chennai 600019

4. Magenta Trading Private Limited (Applicant No.4 / Transferor Company):

Sl No.	Particulars	Details
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U17111KA2003PTC031645
b.	Permanent Account Number (PAN)	AAECM0511F
c.	Name of the company	Magenta Trading Private Limited
d.	Date of incorporation	February 27, 2003
e.	Type of the company	Company limited by Shares. Private Limited Company
f.	Registered office address and e-mail address	16/2, Residency Road, Bangalore - 560025 cs@gokaldasexports.com
g.	Details of change of name, registered office and objects of the company during the last 5 years	Change in Registered office of the company within the city of Bengaluru w e f 10th February, 2016
h.	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not applicable

i. Capital Structure of the Company:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

There has been no change in the capital structure subsequent to March 31, 2017 and upto date.

j. Summary of main object as per the memorandum of association and main business carried on by the company (activities of the Company):

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

The company is engaged in the manufacture of garments on job work basis.

k. Name of the promoters and directors along with their addresses:

a) Promoters

Sl no.	Name of the Promoter(S)	Address of the Promoter(S)
1	Gokaldas Exports Limited	No. 16/2, Residency Road, Bangalore - 560 025

b) Present Directors

Sl no.	Names of the Directors	Address of the Directors
1	Mr. Padala Ramababu	Flat No.2, No.9 Mayflower Apartment, Satyanarayana Avenue, R. A. Puram Chennai 600028
2	Mr. Sundararajan Poorana Seenivasan	Building No-12, Flat No-004, Mantri Residency, Bannerghatta Road, Gottigere, Bangalore 560076
3	Mr. Poojari Viswanath	No.9, 2nd Cross, Balaji Layout, Near Baba Temple, B S K III Stage, Bangalore 560085
4	Mr. Sathyamurthy Annamalai	T S R Nagar, Thiruvottiyur, Chennai 600019

5. Rafter Trading Private Limited (Applicant No.5 / Transferor Company):

Sl No.	Particulars	Details
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U17111KA2003PTC031681
b.	Permanent Account Number (PAN)	AACCR8415P
c.	Name of the company	Rafter Trading Private Limited
d.	Date of incorporation	March 7, 2003
e.	Type of the company	Company limited by Shares. Private Limited Company
f.	Registered office address and e-mail address	16/2, Residency Road, Bangalore - 560025 cs@gokaldasexports.com
g.	Details of change of name, registered office and objects of the company during the last 5 years	Change in Registered office of the company within the city of Bengaluru w e f 10th February, 2016
h.	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not applicable

i. Capital Structure of the Company:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

There has been no change in the capital structure subsequent to March 31, 2017 and upto date.

j. Summary of main object as per the memorandum of association and main business carried on by the company (activities of the Company):

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed-sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri-cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

The company is engaged in the manufacture of garments on job work basis.

k. Name of the promoters and directors along with their addresses:

a) Promoters

Sl no.	Name of the Promoter(S)	Address of the Promoter(S)
1	Gokaldas Exports Limited	No. 16/2, Residency Road, Bangalore - 560 025

b) Present Directors

Sl no.	Names of the Directors	Address of the Directors
1	Mr. Padala Ramababu	Flat No.2, No.9 Mayflower Apartment, Satyanarayana Avenue, R. A. Puram Chennai 600028
2	Mr. Kyathasandra Vasudev Raghavendra Prasad	58, Sriniketana, 1st Main, BSK 5th Stage, Happy Vally, Bangalore 560061
3	Mr. Poojari Viswanath	No.9, 2nd Cross, Balaji Layout, Near Baba Temple, B S K III Stage, Bangalore 560085
4	Mr. Sathyamurthy Annamalai	T S R Nagar, Thiruvottiyur, Chennai 600019

6. Rajdin Apparels Private Limited (Applicant No.6 / Transferor Company):

Sl No.	Particulars	Details
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U18101KA2004PTC033904
b.	Permanent Account Number (PAN)	AACCR8719C
c.	Name of the company	Rajdin Apparels Private Limited
d.	Date of incorporation	May 7, 2004
e.	Type of the company	Company limited by Shares. Private Limited Company
f.	Registered office address and e-mail address	16/2, Residency Road, Bangalore - 560025 cs@gokaldasexports.com
g.	Details of change of name, registered office and objects of the company during the last 5 years	Change in Registered office of the company within the city of Bengaluru w e f 10th February, 2016
h.	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not applicable

i. Capital Structure of the Company:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

There has been no change in the capital structure subsequent to March 31, 2017 and upto date.

j. Summary of main object as per the memorandum of association and main business carried on by the company (activities of the Company):

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

The company is engaged in the manufacture of garments on job work basis.

k. Name of the promoters and directors along with their addresses:

a) Promoters

Sl no.	Name of the Promoter(S)	Address of the Promoter(S)
1	Gokaldas Exports Limited	No. 16/2, Residency Road, Bangalore - 560 025

b) Present Directors

Sl no.	Names of the Directors	Address of the Directors
1	Mr. Padala Ramababu	Flat No.2, No.9 Mayflower Apartment, Satyanarayana Avenue, R. A. Puram, Chennai 600028
2	Mr. Sundararajan Poorana Seenivasan	Building No-12, Flat No-004, Mantri Residency, Bannerghatta Road, Gottigere, Bangalore 560076
3	Mr. Arun Kumar Vashisht	Flat No A-008, Raghuram Residency, No 30, M S Ramaiah Road, Gokula, Bangalore 560054
4	Mr. Poojari Viswanath	No.9, 2nd Cross, Balaji Layout, Near Baba Temple, B S K III Stage, Bangalore 560085
5	Mr. Sathyamurthy Annamalai	T S R Nagar, Thiruvottiyur, Chennai 600019

7. Reflexion Trading Private Limited (Applicant No.7 / Transferor Company):

Sl No.	Particulars	Details
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U17111KA2003PTC031680
b.	Permanent Account Number (PAN)	AACCR8416Q
c.	Name of the company	Reflexion Trading Private Limited
d.	Date of incorporation	March 7, 2003
e.	Type of the company	Company limited by Shares. Private Limited Company
f.	Registered office address and e-mail address	16/2, Residency Road, Bangalore - 560025 cs@gokaldasexports.com
g.	Details of change of name, registered office and objects of the company during the last 5 years	Change in Registered office of the company within the city of Bengaluru w e f 10th February, 2016
h.	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not applicable

i. Capital Structure of the Company:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
10,000 Equity Shares of Rs.10/- each	1,00,000/-
TOTAL	1,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
10,000 Equity Shares of Rs.10/- each	1,00,000/-
TOTAL	1,00,000/-

There has been no change in the capital structure subsequent to March 31, 2017 and upto date.

j. Summary of main object as per the memorandum of association and main business carried on by the company (activities of the Company):

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed-sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri-cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

The company is engaged in the manufacture of garments on job work basis.

k. Name of the promoters and directors along with their addresses:

a) Promoters

Sl no.	Name of the Promoter(S)	Address of the Promoter(S)
1	Gokaldas Exports Limited	No. 16/2, Residency Road, Bangalore - 560 025

b) Present Directors

Sl no.	Names of the Directors	Address of the Directors
1	Mr. Padala Ramababu	Flat No.2, No.9 Mayflower Apartment, Satyanarayana Avenue, R. A. Puram, Chennai 600028
2	Mr. Kyathasandra Vasudev Raghavendra Prasad	58, Sriniketana, 1st Main, BSK 5th Stage, Happy Vally, Bangalore 560061
3	Mr. Arun Kumar Vashisht	Flat No A-008, Raghuram Residency, No 30, M S Ramaiah Road, Gokula, Bangalore 560054
4	Mr. Poojari Viswanath	No.9, 2nd Cross, Balaji Layout, Near Baba Temple, B S K III Stage, Bangalore 560085

8. Rishikesh Apparels Private Limited (Applicant No.8 / Transferor Company):

Sl No.	Particulars	Details
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U18101KA2004PTC033760
b.	Permanent Account Number (PAN)	AACCR8718D
c.	Name of the company	Rishikesh Apparels Private Limited
d.	Date of incorporation	April 15, 2004
e.	Type of the company	Company limited by Shares. Private Limited Company
f.	Registered office address and e-mail address	16/2, Residency Road, Bangalore - 560025 cs@gokaldasexports.com
g.	Details of change of name, registered office and objects of the company during the last 5 years	Change in Registered office of the company within the city of Bengaluru w e f 10th February, 2016
h.	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not applicable

i. Capital Structure of the Company:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

There has been no change in the capital structure subsequent to March 31, 2017 and upto date.

j. Summary of main object as per the memorandum of association and main business carried on by the company (activities of the Company):

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn,

synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed-sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.

- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri-cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

The company is engaged in the manufacture of garments on job work basis.

k. Name of the promoters and directors along with their addresses:

a) Promoters

Sl no.	Name of the Promoter(S)	Address of the Promoter(S)
1	Gokaldas Exports Limited	No. 16/2, Residency Road, Bangalore - 560 025

b) Present Directors

Sl no.	Names of the Directors	Address of the Directors
1	Mr. Padala Ramababu	Flat No.2, No.9 Mayflower Apartment, Satyanarayana Avenue, R. A. Puram, Chennai 600028
2	Ms. Ramya Kannan	No. 28, Sharada Illam, Amaravathi Layout, Bangarpet 563114
3	Mr. Kyathasandra Vasudev Raghavendra Prasad	58, Sriniketana, 1st Main, BSK 5th Stage, Happy Vally, Bangalore 560061
4	Mr. Poojari Viswanath	No.9, 2nd Cross, Balaji Layout, Near Baba Temple, B S K III Stage, Bangalore 560085

9. Seven Hills Clothing Private Limited (Applicant No.9 / Transferor Company):

Sl No.	Particulars	Details
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	U18101KA2004PTC034162
b.	Permanent Account Number (PAN)	AAICS5775R
c.	Name of the company	Seven Hills Clothing Private Limited
d.	Date of incorporation	June 18, 2004
e.	Type of the company	Company limited by Shares. Private Limited Company
f.	Registered office address and e-mail address	16/2, Residency Road, Bangalore - 560025 cs@gokaldasexports.com
g.	Details of change of name, registered office and objects of the company during the last 5 years	Change in Registered office of the company within the city of Bengaluru w e f 10th February, 2016
h.	Name of the stock exchange (s) where securities of the company are listed, if applicable	Not applicable

i. Capital Structure of the Company:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

There has been no change in the capital structure subsequent to March 31, 2017 and upto date.

j. Summary of main object as per the memorandum of association and main business carried on by the company (activities of the Company):

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed-sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri-cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

The company is engaged in the manufacture of garments on job work basis.

k. Name of the promoters and directors along with their addresses:

a) Promoters

Sl no.	Name of the Promoter(S)	Address of the Promoter(S)
1	Gokaldas Exports Limited	No. 16/2, Residency Road, Bangalore - 560 025

b) Present Directors

Sl no.	Names of the Directors	Address of the Directors
1	Ms. Ramya Kannan	NO. 28, Sharada Illam, Amaravathi Layout, Bangarpet 563114
2	Mr. Sundararajan Poorana Seenivasan	Building No-12, Flat No-004, Mantri Residency, Bannerghatta Road, Gottigere, Bangalore 560076
3	Mr. Kyathasandra Vasudev Raghavendra Prasad	58, Sriniketana, 1st Main, BSK 5th Stage, Happy Vally, Bangalore 560061
4	Mr. Poojari Viswanath	No.9, 2nd Cross, Balaji Layout, Near Baba Temple, B S K III Stage, Bangalore 560085
5	Mr. Sathyamurthy Annamalai	T S R Nagar, Thiruvottiyur, Chennai 600019

10. Gokaldas Exports Limited (Transferee Company):

Sl No.	Particulars	Details
a.	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company	L18101KA2004PLC033475
b.	Permanent Account Number (PAN)	AACCG0895N
c.	Name of the company	Gokaldas Exports Limited
d.	Date of incorporation	March 1, 2004
e.	Type of the company	Company limited by Shares. Public Listed Company
f.	Registered office address and e-mail address	16/2, Residency Road, Bangalore - 560025 cs@gokaldasexports.com
g.	Details of change of name, registered office and objects of the company during the last 5 years	Change in Registered office of the company within the city of Bengaluru w e f 11th December, 2015
h.	Name of the stock exchange (s) where securities of the company are listed, if applicable	1. National Stock Exchange of India Limited(NSE) 2. Bombay Stock Exchange Limited(BSE) ISIN: INE887G01027 Symbol: GOKEX

Capital Structure of the Company:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
4,00,00,000 Equity Shares of Rs. 5/- each	20,00,00,000/-
TOTAL	20,00,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
3,49,39,329 Equity Shares of Rs. 5/- each	17,46,96 645/-
TOTAL	17,46,96 645/-

The paid up share capital as on March 31, 2017 was Rs. 17,46,38,310. Due to allotment under ESOP scheme, the paid up share capital stands increased to Rs. 17,46,96,645 as on date.

i. Summary of main object as per the memorandum of association and main business carried on by the company (activities of the Company):

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.
- The company is engaged in the business of design, manufacture and sale of a wide range of garments for men, women and children and caters to the needs of several leading international fashion brands and retailers.

j. Name of the promoters and directors along with their addresses:

On March 31, 2017, Blackstone FP Capital Partners (Mauritius) VB Subsidiary Ltd, promoter of the Company and Clear Wealth Consultancy Services LLP, Acquirer has entered into a Share Purchase Agreement for acquisition of 1,39,55,742 equity shares representing 39.94% of fully paid-up equity share capital of the Company at a price of Rs. 42/- (Rupees Forty Two Only) per equity share aggregating to Rs. 58,61,41,164/- (Rupees Fifty Eight Crore Sixty One Lakhs Forty One Thousand One Hundred Sixty Four only) payable in cash. The aforesaid transaction has triggered open offer obligation as per the SEBI (Substantial Acquisition of Shares and Takeovers) regulations, 2011. Consequently, the Acquirer along with Mathew Cyriac, Gazania Advisory LLP, Westex Infotech Private Limited and Gautham Madhavan (Collectively referred to as "PACs") has made an open offer to all the public shareholders of the Company for acquisition of up to 91,79,993 equity shares (Ninety One Lakhs Seventy Nine Thousand Nine Hundred and Ninety Three) representing 26% of the fully paid up equity share capital of the Company at a price of Rs. 63.25 (Rupees Sixty Three and Twenty Five Paise only) per equity share. Post the Open Offer, Blackstone FP Capital Partners (Mauritius) VB Subsidiary Ltd does not hold any equity shares in the Company effective 10th July, 2017 and the Acquirer along with the PACs shall be categorized as promoter and promoter group of the Company as per regulation 31A of SEBI LODR, 2015. In this connection, necessary amendments to the Articles of Association (AOA) and the Compliance requirements are being initiated.

As the erstwhile promoters have exited from the company, M/s. Clear Wealth Consultancy Associates LLP along with PAC's shall be classified as promoter and promoter group, subject to the approval of shareholders and other regulatory authority, if any.

k) Present Directors

Sl no.	Names of the Directors	Address of the Directors
1	Mr. Richard Blaise Saldanha	24, Senor Valley Road No. 13 Jubille Hills, Hyderabad 500033
2	Mr. Padala Ramababu	Flat No.2, No.9, Mayflower Apartment, Satyanarayana Avenue, R. A. Puram, Chennai 600028
3	Mr. Sivaramkrishnan Vilayur Ganapathi	No. CS6, Hulkul Residency, 81 Lavelle Road, Bangalore North, Bangalore - 560001
4	Mr. Mathew Cyriac	1908, 19th Floor, B. B. Nakashe Marg, Imperial North Tower, Tardeo, Mumbai 400034
5	Mr. Arun Kannan Thiagarajan	102 Prestige Ashcroft, 47/11 Lavelle Road, 6th Cross Bangalore 560001
6	Ms. Smita Aggarwal	201A/B, Raheja Haven, Prananjali, CTS No. 763 And 765, NS Rd, 10, JVPD Scheme Vile Par le (W) Mumbai 400049

The Key Managerial Personnel (KMP) of the Transferee Company are:

- i. Mr. Padala Ramababu, Vice Chairman
- ii. Mr. Sivaramkrishnan Vilayur Ganapathi, Managing Director
- iii. Mr. Sathyamurthy Annamalai, Chief Financial Officer and
- iv. Ms. Ramya Kannan, Company Secretary

III. Relationship subsisting between the companies who are parties to the Scheme of Arrangement:

The entire shareholding of all the Transferor Companies is held by the Transferee Company and/or through its nominees. All the Transferor companies are wholly-owned subsidiaries of the Transferee Company. The Promoter of the Transferor Companies is the Transferee Company. The Transferor Companies have certain common Directors as mentioned under "details of the company" under Sl. No. II of this statement.

IV. Details of the Board meeting at which the Scheme of Arrangement was approved by the Board of Directors of the Transferee Company and Transferor Companies including the names of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.

1. DeeJay Trading Private Limited (Applicant No.1 / Transferor Company):

Date of Board Meeting: September 16, 2016 and January 30, 2017

Sl no.	Names of the Directors	DIN	Voted in favour / against
1	Mr. Padala Ramababu	00149649	Favour
2	Mr. Sundararajan Poorana Seenivasan	07302844	Favour
3	Mr. Sathyamurthy Annamalai	07425034	Favour

The resolution was passed unanimously.

2. Glamourwear Apparels Private Limited (Applicant No.2 / Transferor Company):

Date of Board Meeting: September 16, 2016 and January 30, 2017

Sl no.	Names of the Directors	DIN	Voted in favour / against
1	Mr. Padala Ramababu	00149649	Favour
2	Mr. Sundararajan Poorana Seenivasan	07302844	Favour
3	Mr. Sathyamurthy Annamalai	07425034	Favour

The resolution was passed unanimously.

3. Madhin Trading Private Limited (Applicant No.3 / Transferor Company):

Date of Board Meeting: September 16, 2016 and January 30, 2017

Sl no.	Names of the Directors	DIN	Voted in favour / against
1	Mr. Padala Ramababu	00149649	Favour
2	Mr. Sundararajan Poorana Seenivasan	07302844	Favour
3	Mr. Sathyamurthy Annamalai	07425034	Favour
4	Mr. Kyathasandra Vasudev Raghavendra Prasad	07303206	Favour

The resolution was passed unanimously.

4. Magenta Trading Private Limited (Applicant No.4 / Transferor Company):

Date of Board Meeting: September 16, 2016 and January 30, 2017

Sl no.	Names of the Directors	DIN	Voted in favour / against
1	Mr. Padala Ramababu	00149649	Favour
2	Mr. Sundararajan Poorana Seenivasan	07302844	Favour
3	Mr. Sathyamurthy Annamalai	07425034	Favour
4	Mr. Poojari Viswanath	07410446	Favour

The resolution was passed unanimously.

5. Rafter Trading Private Limited (Applicant No.5 / Transferor Company):

Date of Board Meeting: September 16, 2016 and January 30, 2017

Sl no.	Names of the Directors	DIN	Voted in favour / against
1	Mr. Padala Ramababu	00149649	Favour
2	Mr. Kyathasandra Vasudev Raghavendra Prasad	07303206	Favour
3	Mr. Sathyamurthy Annamalai	07425034	Favour
4	Mr. Poojari Viswanath	07410446	Favour

The resolution was passed unanimously.

6. Rajdin Apparels Private Limited (Applicant No.6 / Transferor Company):

Date of Board Meeting: September 16, 2016 and January 30, 2017

Sl no.	Names of the Directors	DIN	Voted in favour / against
1	Mr. Padala Ramababu	00149649	Favour
2	Mr. Sundararajan Poorana Seenivasan	07302844	Favour
3	Mr. Arun Kumar Vashisht	07317118	Favour
4	Mr. Poojari Viswanath	07410446	Favour
5	Mr. Sathyamurthy Annamalai	07425034	Favour

The resolution was passed unanimously.

7. Reflexion Trading Private Limited (Applicant No.7 / Transferor Company):

Date of Board Meeting: September 16, 2016 and January 30, 2017

Sl no.	Names of the Directors	DIN	Voted in favour / against
1	Mr. Padala Ramababu	00149649	Favour
2	Mr. Kyathasandra Vasudev Raghavendra Prasad	07303206	Favour
3	Mr. Arun Kumar Vashisht	07317118	Favour
4	Mr. Poojari Viswanath	07410446	Favour

The resolution was passed unanimously.

8. Rishikesh Apparels Private Limited (Applicant No.8 / Transferor Company):

Date of Board Meeting: September 16, 2016 and January 30, 2017

Sl no.	Names of the Directors	DIN	Voted in favour / against
1	Mr. Padala Ramababu	00149649	Favour
2	Ms. Ramya Kannan	07214084	Favour
3	Mr. Kyathasandra Vasudev Raghavendra Prasad	07303206	Favour
4	Mr. Poojari Viswanath	07410446	Favour

The resolution was passed unanimously.

9. Seven Hills Clothing Private Limited (Applicant No.9 / Transferor Company):

Date of Board Meeting: September 16, 2016 and January 30, 2017

Sl no.	Names of the Directors	DIN	Voted in favour / against
1	Ms. Ramya Kannan	07214084	Favour
2	Mr. Sundararajan Poorana Seenivasan	07302844	Favour
3	Mr. Kyathasandra Vasudev Raghavendra Prasad	07303206	Favour
4	Mr. Poojari Viswanath	07410446	Favour
5	Mr. Sathyamurthy Annamalai	07425034	Favour

The resolution was passed unanimously.

10. Gokaldas Exports Limited (Applicant No. 10 / Transferee Company):

Date of Board Meeting: September 26, 2016 and February 3, 2017

Sl no.	Names of the Directors	DIN	Voted in favour / against
1	Mr. Padala Ramababu	00149649	Favour
2	Mr. Richard Blaise Saldanha	00189029	Favour
3	Mr. Arun Kannan Thiagarajan	00292757	Favour
4	Mr. Jitendrakumar Himatlal Mehta	01888830	Favour
5	Mr. Mathew Cyriac	01903606	Favour

Mrs. Smita Aggarwal – Non Executive Independent Director, was granted leave of absence for the Board Meeting held on 26th September, 2016.

Mrs. Smita Aggarwal and Mr. Arun K Thiagarajan – Non Executive Independent Directors were granted leave of absence for the Board Meeting held on 3rd February, 2017.

The resolution was passed unanimously.

V. Statement disclosing details of the Scheme of Amalgamation :

a) Parties involved in the Scheme of Amalgamation:

Sl. No.	Name of the Applicant	Corporate Identity No. (CIN)	Registered Office
Applicant No. 1	Deejay Trading Private Limited	U17111KA2003PTC031614	16/2, Residency Road, Bengaluru 560025
Applicant No. 2	Glamourwear Apparels Private Limited	U18101KA2004PTC034154	16/2, Residency Road, Bengaluru 560025
Applicant No. 3	Madhin Trading Private Limited	U17111KA2003PTC031643	16/2, Residency Road, Bengaluru 560025
Applicant No. 4	Magenta Trading Private Limited	U17111KA2003PTC031645	16/2, Residency Road, Bengaluru 560025
Applicant No. 5	Rafter Trading Private Limited	U17111KA2003PTC031681	16/2, Residency Road, Bengaluru 560025
Applicant No. 6	Rajdin Apparels Private Limited	U18101KA2004PTC033904	16/2, Residency Road, Bengaluru 560025
Applicant No. 7	Reflexion Trading Private Limited	U17111KA2003PTC031680	16/2, Residency Road, Bengaluru 560025
Applicant No. 8	Rishikesh Apparels Private Limited	U18101KA2004PTC033760	16/2, Residency Road, Bengaluru 560025
Applicant No. 9	Seven Hills Clothing Private Limited	U18101KA2004PTC034162	16/2, Residency Road, Bengaluru 560025
Applicant No. 10 (Transferee Company)	Gokaldas Exports Limited	L18101KA2004PLC033475	16/2, Residency Road, Bengaluru 560025

Applicant Nos. 1 to 9 above are Transferor companies and are wholly owned subsidiaries of Applicant No. 10(Transferee Company).

b) Appointed date, effective date, share exchange ratio (if applicable) and other considerations:

Particulars	Details
Appointed date	1st day of April 2016 or such date as the Hon'ble NCLT may determine in relation to this Scheme of amalgamation
Effective date	1st day of April 2016 or such date as the Hon'ble NCLT may determine in relation to this Scheme of amalgamation
Share exchange ratio	Not Applicable, as no shares will be issued
Other considerations	As the Transferor companies are wholly owned subsidiaries of the Transferee Company, on amalgamation, no consideration will be paid nor shall any shares be issued by Transferee Company to any person as consideration of or consequent upon the amalgamation.

Certain other features of the Scheme are summarized below:

- All the equity shares of the Transferor Companies held by the Transferee Company (either directly or through its nominees) shall stand cancelled without any further application, act or deed.
- The assets and liabilities of the undertaking of the Transferor Companies will be transferred to the Transferee Company at book value.
- All the Employees of the Transferor Companies in service on the date immediately preceding the date of sanction of this Scheme by the Hon'ble National Company Law Tribunal shall become the Employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the Transferor Companies on the said date.
- With effect from the Appointed Date, all the assets and liabilities, including reserves of Transferor Companies shall be recorded in the books of the Transferee Company at their existing carrying values and in the same form. The investments as shown in the Balance Sheet of the Transferee Company towards investments made in the Transferor Companies will stand cancelled.
- The Scheme of Amalgamation is conditional upon and subject to
 - the Scheme being agreed to/ approved by the respective requisite majority of members/creditors of the Transferee Company under the Companies Act, 2013 and the approval of the Bengaluru Bench of the National Company Law Tribunal.
 - approval of the Scheme by the public shareholders of the Transferee Company in accordance with SEBI Circular. Such approval shall be obtained through postal ballot and e-voting and the Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast against the proposal.

THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME OF AMALGAMATION, THE EQUITY SHAREHOLDERS OF THE TRANSFEREE COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF AMALGAMATION TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.

c) Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer:

Not Applicable. There is no valuation report for the Scheme. The rights of the shareholders of the Transferee Company are not affected, as no consideration is being paid to any person. As there is no change in shareholding pattern of the Transferee Company, Valuation Report is not applicable as specified in Clause No. 4 of SEBI Circular bearing No. CIR/CFD/CMD/16/2015 dated 30th November, 2015. Certificate from the then Statutory Auditor in confirmation of the same is furnished as an Annexure B.

d) Details of capital/debt restructuring:

No Capital and/or debt restructuring is involved in the said Scheme of amalgamation.

e) Rationale for the compromise or arrangement(Amalgamation)

- The Transferee Company and the Transferor Companies are into the business of manufacturing and trading in textiles, leather and other apparel products. With the objective of amalgamating the resources of all the Companies, the Company can achieve effective control, increased efficiency, cost effectiveness and increased customer recognition.
- The amalgamation would consolidate the business operations, undertaking, assets, liabilities etc., of the Transferor Companies into the Transferee Company, under a single centralized system of management which shall result in the management being able to exercise greater control over the operations of the Companies.
- The facilities available with all the Transferor companies could be pooled together and the Transferee Company will be better able to utilize the facilities available as one single unit on a larger scale.
- By the proposed amalgamation, the operational costs will be considerably reduced and the management will be able to operate and run the amalgamated company as a single unit more effectively and economically, reducing expenditure considerably and resulting in better turnover and profits.
- There will be operational synergy in terms of procurement benefits, common license, and reduction of administration work etc., for the Transferee / amalgamated company.
- The amalgamated company will have the benefit of the combined reserves, assets, man-power and cash flows of all the companies. The combined resources of the amalgamated company will enhance its capability to face competition in the market place more effectively.

- With the enhanced capabilities and resources at its disposal, the amalgamated company will have greater flexibility to market and meet consumer needs and compete more effectively.
- A larger growing company will mean enhanced financial and growth prospects for the people and organizations connected with the company and will be in public interest and the interests of its shareholders.

f) Benefits of the compromise or arrangement(Amalgamation) :

The Amalgamation would enable the Transferee Company to consolidate its activities, improve its Net Worth, reduce administrative and compliance costs, have centralized control on the operations and facilitate further growth.

g) Amount due to unsecured creditors:

Rs. in Lakhs

Sl. No.	Name of the Company	Amount due as on March 31, 2017	Amount due as on June 30, 2017
Applicant No. 1	Deejay Trading Private Limited	3.32	10.70
Applicant No. 2	Glamourwear Apparels Private Limited	7.86	10.08
Applicant No. 3	Madhin Trading Private Limited	13.91	4.11
Applicant No. 4	Magenta Trading Private Limited	36.19	29.99
Applicant No. 5	Rafter Trading Private Limited	52.58	51.98
Applicant No. 6	Rajdin Apparels Private Limited	23.55	54.11
Applicant No. 7	Reflexion Trading Private Limited	12.79	37.02
Applicant No. 8	Rishikesh Apparels Private Limited	40.17	92.59
Applicant No. 9	Seven Hills Clothing Private Limited	18.34	2.81
Applicant No. 10 (Transferee Company)	Gokaldas Exports Limited	9,338.27	9,479.56

Note: The financial figures as on March 31, 2016 and December 31, 2016 have been furnished in the Scheme of Amalgamation.

VI. Disclosure about the effect of the compromise or arrangement or amalgamation :

The Scheme of Amalgamation shall not have any adverse impact or effect on the Key Managerial Persons, Directors, Promoters, Non-Promoter members and Creditors, whether secured or unsecured. All the employees of all the Transferor Companies involved in the merger shall become employees of the Transferee Company. None of the Transferor Companies or the Transferee Company has any Depositors or Debenture Holders.

a) Directors and Key managerial personnel:

The Directors of the Applicant Company and Transferor Companies and Key Managerial Personnel (“KMP”) of the Applicant Company and Transferor Companies and their respective relatives do not have any material interest, concern or any other interest in the Scheme of Arrangement except to the extent of their shareholding in the Transferee Company, if any, or to the extent the said Directors and KMP are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of any trust that hold shares in the Transferee Company.

b) Promoters and Non-promoters

The Scheme of Arrangement will not have any effect on the Promoter and non-promoter members of the Applicant Company as there will be no change in their shareholding in the Transferee Company pursuant to the terms of the Scheme of Amalgamation. However, the equity shares held by the Transferee Company, either by itself or through its nominees in the Transferor Companies shall stand cancelled and extinguished without any further act, deed or instrument as an integral part of the Scheme of Amalgamation. There are no non-promoter members in any of the Transferor Companies.

c) Creditors:

The Scheme would not be prejudicial to the interests of the creditors (secured and unsecured) of any of the companies. There is no likelihood that any secured or unsecured creditor of the companies would be prejudiced as a result of the Scheme being passed. Further no compromise is offered to any of the creditors of the Transferor Companies nor their rights are sought to be modified in any manner and the Transferee Company undertakes to meet with all such liabilities in the regular course of business. Hence, the amalgamation of the Transferor Companies with the Transferee Company pursuant to the Scheme will not cast any additional burden on the creditors of the Transferee Company, nor will it affect the interest of any of the creditors.

d) Depositors, Debenture holders, Deposit trustee and debenture trustee:

None of the Transferor Companies and the Transferee Company have any depositors, debenture holders, deposit trustee or debenture trustee. Hence, no rights and interests will be affected when the Scheme of Amalgamation becomes effective.

e) Employees of the company:

All the employees of the Transferor Companies in service on the date immediately preceding the date of sanction of this Scheme by the Hon'ble National Company Law Tribunal shall become the employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the Transferor Companies on the said date.

VII. Disclosure about effect of the Scheme of Amalgamation on material interests of Directors, Key Managerial Persons and Debenture trustees:

The Scheme does not have any effect on the material interests of the Directors or Key Managerial Personnel of the Company.

The Transferor or Transferee Companies have not issued any debentures and hence the effect of the Scheme of Amalgamation on the interests of the debenture trustees does not arise.

VIII. Investigation or proceedings, if any, pending against the company under the Act:

No investigation or proceedings have been instituted or are pending in relation to the Transferee Company and Transferor Companies under the Companies Act, 2013 or the Companies Act, 1956. No winding up petition is pending against the companies involved in the Scheme of Amalgamation.

IX. Documents available for Inspection by the shareholders and creditors:

The following documents will be open for inspection/obtaining extracts/making or obtaining copies at the Registered Office of the Transferor Companies and Transferee Company, on all working days (except Saturday, Sunday and any holiday) upto the date of declaration of results of voting:

- Copies of the latest audited financial statements of the Transferee Company (including consolidated financial statement) and of all the Transferor Companies as on March 31, 2017;
- Copy of the order dated September 25, 2017 of the Hon'ble National Company Law Tribunal, Bengaluru Bench in pursuance of which the meeting is being convened;
- Copy of scheme of Amalgamation;

- Contracts or agreements material to the Scheme of Amalgamation, if any;
 - The certificate dated September 21, 2017 issued by the then Statutory Auditor of the company to the effect that the accounting treatment if any proposed in the scheme of compromise or arrangement is in conformity with the Accounting standards prescribed under section 133 of the Companies Act, 2013
 - Memorandum of Association and Articles of Association of the respective Transferor Companies and the Transferee Company;
 - Register of directors' shareholding of the respective Transferor Companies and the Transferee Company;
 - Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;
- X. Details of Approval from regulatory or any other governmental authorities:
- As required by the SEBI Circular, the Transferee Company had filed the Complaints Report for the period from October 01, 2016 to October 25, 2016 and October 7, 2016 to October 25, 2016 with National Stock Exchange of India Limited and Bombay Stock Exchange Limited respectively. After filing of the Complaints Reports, the Transferee Company has not received any complaints. A copy of the aforementioned Complaints Report is enclosed as Annexure G to this notice.
 - Pursuant to the SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015 read with Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Transferee Company had filed necessary applications before the stock exchanges viz., BSE Limited and National Stock Exchange of India Limited, seeking its no-objection to the Scheme.
 - Thereafter, BSE Limited issued its Observation letter No. BSE/AMAL/ND/IP/659/2016-17 dated December 30, 2016 and NSE issued its Observation letter No. NSE/LIST/99006 dated December 30, 2016. Copies of the Observation letters are annexed as Annexure E and F to this notice.
 - A copy of the Notice in Form CAA-3 is also being forwarded to the Regional Director, South East Region, Hyderabad, Registrar of Companies, Karnataka, Income Tax Authorities, Official Liquidator, Securities and Exchange Board of India, Competition Commission of India, and such other authorities as stipulated in the Order dated September 25, 2017 of the Hon'ble National Company Law Tribunal, Bengaluru Bench.
 - Upon approval of the members and creditors of the company with requisite majority and such other statutory authorities as are necessary, a petition will be made to the Hon'ble National Company Law Tribunal, Bengaluru Bench for sanctioning the Scheme of Amalgamation of the Transferor Companies with the Transferee Company pursuant to Sections 230 to 232 of the Companies Act, 2013.
- XI. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, the detailed pre scheme and post scheme (expected) capital structure and shareholding pattern of Transferee Company and Transferor Companies are given herein below:

a) Pre-scheme & Post-scheme capital structure of the Transferee Company / Applicant No. 10:

Particulars	As on 31.03.2017 Amount (Rs.)
AUTHORISED CAPITAL:	
4,00,00,000 Equity Shares of Rs. 5/- each	20,00,00,000/-
TOTAL	20,00,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
3,49,39,329 Equity Shares of Rs. 5/- each	17,46,96 645/-
TOTAL	17,46,96 645/-

Note: Since no shares will be issued upon the Scheme of Amalgamation being effective, there will be no change in the post scheme capital structure of the Transferee Company.

1. Shareholding Pattern:

a) Pre-scheme & Post-scheme shareholding pattern of Gokaldas Exports Ltd.(the Transferee Company) as on September 30, 2017:

Category Code	Category of the shareholders	Pre & Post-Scheme Shareholding Pattern	
		Total No. of Shares	As a percentage of total capital
(A)	Promoters	0	0
1	Indian	0	0
(a)	Individuals / Hindu Undivided Family	0	0
(b)	Central Government / State Government(s)	0	0
(c)	Financial Institutions / Banks	0	0
(d)	Any Other (Specify)	0	0
	Sub Total (A)(1)	0	0
2	Foreign		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0.00
(b)	Government	0	0.00
(c)	Institutions	0	0.00
(d)	Foreign Portfolio Investor	0	0.00
(e)	Any Other (Specify) Body Corporates		
	Sub Total (A)(2)	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	0	0
(B)	Public Shareholding		
1	Institutions	0	0
(a)	Mutual Fund	0	0.00
(b)	Venture Capital Funds	0	0.00
(c)	Alternate Investment Funds	0	0.00
(d)	Foreign Venture Capital Investors	0	0.00
(e)	Foreign Portfolio Investor	327847	0.94
(f)	Financial Institutions / Banks	337294	0.97

Category Code	Category of the shareholders	Pre & Post-Scheme Shareholding Pattern	
		Total No. of Shares	As a percentage of total capital
(g)	Insurance Companies	0	0.00
(h)	Provident Funds/ Pension Funds	0	0.00
(i)	Any Other (Specify) Foreign Institutional Investors	0	0.00
	Sub Total (B)(1)	665141	1.90
2	Central Government/ State Government(s)/	0	0.00
	Sub Total (B)(2)	0	0.00
3	Non-Institutions		
(a)	Individuals		
	i. Individual shareholders holding nominal share Capital up to Rs. 2 lakhs.	9987927	28.59
	ii. Individual shareholders holding nominal share Capital in excess of Rs. 2 lakhs.		
	Chetan Jayantilal Shah	430000	1.23
	Bhadra Jayantilal Shah	430000	1.14
(b)	NBFCs registered with RBI	31680	0.09
(c)	Employee Trusts	0	0.00
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0.00
(e)	Any Other (Specify)		
	Trusts	32204	0.09
	Non Resident Indians	196594	0.56
	Clearing Members	598043	1.71
	NRI Non- Repatriatable	123513	0.35
	Bodies Corporates	18901879	64.10
	Teesta Retail Pvt. Ltd.	2280513	6.53
	Clear Wealth Consultancy Services LLP	13955957	39.94
	Sub Total (B)(3)	34274188	98.10
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	34939329	100.00
	Total (A+B)		
(C)	Non Promoter - Non Public		
1	Custodian-DR Holders	0	0.00
2	Employee Benefit Trust{under SEBI (Share Based Employee Benefit) Regulations,2014	0	0.00
	Total Non-Promoter - Non Public (C)=C1+C2	0	0.00
	Total (A+B+C)	34939329	100.00

Note:

- Since no equity shares will be issued upon the Scheme of Amalgamation being effective, there will be no change between the pre scheme and post scheme shareholding pattern of the Transferee Company.
- Consequent to acquisition by M/s. Clear Wealth Consultancy Services LLP of 39.94% of the total issued share capital of the Company from M/s. Blackstone FP Capital Partners(Mauritius) V-B(Outgoing Promoter), the outgoing promoter have ceased to hold any shares in or exercise any control over the Company nor they have any special rights through formal or informal arrangements, having ceased to be the member and Promoter of the company. A Postal Ballot Notice dt. August 14, 2017 has been sent separately to the members for their approval for reclassification of Promoter and Promoter Group, whereby Clear Wealth Consultancy Services LLP (Acquirer) along with Mathew Cyriac,("PAC I"), Gazania Advisory LLP, ("PAC II"), Westex Infotech Private Limited("PAC III") and Gautham Madhavan("PAC IV") shall be classified as promoter and promoter group of the Company, subject to the approval of the shareholders, and other regulatory authority, if any.

b) Pre scheme shareholding pattern of Transferor Companies as on September 30, 2017:

Sl. No.	Name of the Transferor Company	Name of the Shareholder	No: of equity shares held	Percentage of total capital
1	Deejay Trading Pvt. Ltd.	Gokaldas Exports Ltd. along with its Nominees	20,000	100
2	Glamourwear Apparels Pvt. Ltd.	Gokaldas Exports Ltd. along with its Nominees	20,000	100
3	Madhin Trading Pvt. Ltd.	Gokaldas Exports Ltd. along with its Nominees	20,000	100
4	Magenta Trading Pvt. Ltd.	Gokaldas Exports Ltd. along with its Nominees	20,000	100
5	Rafter Trading Pvt. Ltd.	Gokaldas Exports Ltd. along with its Nominees	20,000	100
6	Rajdin Apparels Pvt. Ltd.	Gokaldas Exports Ltd. along with its Nominees	20,000	100
7	Reflexion Trading Pvt. Ltd.	Gokaldas Exports Ltd. along with its Nominees	10,000	100
8	Rishikesh Apparels Pvt. Ltd.	Gokaldas Exports Ltd. along with its Nominees	20,000	100
9	Seven Hills Clothing Pvt. Ltd.	Gokaldas Exports Ltd. along with its Nominees	20,000	100

Note:

1. Except the Transferee Company and its Nominees, there is no other category of shareholder in any of the Transferor Companies.
2. Upon the Scheme being effective, all the Transferor Companies will be amalgamated with the Transferee Company and the Transferor Companies will stand dissolved. Therefore, there will be no post amalgamation shareholding pattern available for the Transferor Companies.

XII. A copy of the Scheme of Amalgamation has been filed with the Registrar of Companies, Karnataka on October 13, 2017.

Place: Bengaluru
Date : October 18, 2017
Registered Office:
16/2, Residency Road,
Bengaluru 560 025

(Padala Ramababu)
DIN: 00149649
Chairperson Appointed for the Meeting

SCHEME OF AMALGAMATION

OF

DEEJAY TRADING PRIVATE LIMITED

(CIN: U17111KA2003PTC031614)

AND

GLAMOURWEAR APPARELS PRIVATE LIMITED

(CIN: U18101KA2004PTC034154)

AND

MADHIN TRADING PRIVATE LIMITED

(CIN: U17111KA2003PTC031643)

AND

MAGENTA TRADING PRIVATE LIMITED

(CIN: U17111KA2003PTC031645)

AND

RAFTER TRADING PRIVATE LIMITED

(CIN: U17111KA2003PTC031681)

AND

RAJDIN APPARELS PRIVATE LIMITED

(CIN: U18101KA2004PTC033904)

AND

REFLEXION TRADING PRIVATE LIMITED

(CIN: U17111KA2003PTC031680)

AND

RISHIKESH APPARELS PRIVATE LIMITED

(CIN: U18101KA2004PTC033760)

AND

SEVEN HILLS CLOTHING PRIVATE LIMITED

(CIN: U18101KA2004PTC034162)

(COLLECTIVELY REFERRED TO AS “TRANSFEROR COMPANIES”)

WITH

GOKALDAS EXPORTS LIMITED

(CIN: L18101KA2004PLC033475)

(“TRANSFEREE COMPANY”)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PART - I

INTRODUCTION

- I. This scheme of Amalgamation (hereinafter referred to as the "Scheme") is presented under Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions of the Act as an integrated and complete Scheme of amalgamation between Deejay Trading Private Limited (Transferor Company-1), Glamourwear Apparels Private Limited (Transferor Company-2), Madhin Trading Private Limited (Transferor Company-3), Magenta Trading Private Limited (Transferor Company-4), Rafter Trading Private Limited (Transferor Company-5), Rajdin Apparels Private Limited (Transferor Company-6), Reflexion Trading Private Limited (Transferor Company-7), Rishikesh Apparels Private Limited (Transferor Company-8), Seven Hills Clothing Private Limited (Transferor Company-9), (collectively referred to as the "Transferor Companies"), companies incorporated under the Companies Act, 1956 and having their Registered offices at 16/2, Residency Road, Bangalore 560025, Karnataka

with

Gokaldas Exports Limited (hereinafter referred to as "GEL" or "Transferee Company") a Public Listed Company incorporated under the Companies Act, 1956 and having its Registered Office at 16/2, Residency Road, Bangalore 560025, Karnataka.

The Transferor Companies are the wholly owned subsidiaries of the Transferee Company, which owns 100% of the paid up share capital of each of the Transferor Companies by itself and through its nominees. As permitted by sub-rule (2) of rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, a Joint Application is being filed by all the Transferor Companies and the Transferee Company.

The Transferor Companies and the Transferee Company are engaged in the following business:

- i. To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed-sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
 - ii. To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calendars, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri-cotton, teri-woollen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.
- II. The scheme also provides for various other matters consequential or otherwise integrally connected herewith.

PART - II

1. DEFINITIONS

In this scheme, unless repugnant to the context, the following expression shall have the following meaning:

- 1.1 "ACT" OR "THE ACT" means the "Companies Act, 2013", as applicable, and rules and regulations made there under and shall include any statutory modifications, re-enactment or amendment for the times being.
- 1.2 "APPOINTED DATE" OR "TRANSFER DATE" means First Day of April 2016 or such other date as the Hon'ble National Company Law Tribunal may determine in relation to this Scheme of amalgamation.
- 1.3 "BOARD OF DIRECTORS" in relation to the Transferor companies and the Transferee Company, as the case may be, shall, unless it is repugnant to the context or otherwise, include a duly constituted committee thereof.
- 1.4 "COMPETENT AUTHORITY" means the Hon'ble National Company Law Tribunal ("NCLT") as constituted and authorized under the provisions of the Companies Act, 2013 and/or the rules thereunder for approving any scheme of amalgamation or Compromise or Arrangement under the relevant provisions of the said Act and includes any Bench of the Tribunal.
- 1.5 "SCHEME" means this Scheme of Amalgamation in its present form submitted to the Hon'ble National Company Law Tribunal at Bengaluru or with such other modifications/amendments as the Hon'ble National Company Law Tribunal may direct.
- 1.6 "TRANSFEROR COMPANIES" means collectively, Deejay Trading Private Limited ("DTPL"), Glamourwear Apparels Private Limited ("GAPL"), Madhin Trading Private Limited ("MTPL"), Magenta Trading Private Limited ("MGTP"), Rafter Trading Private Limited ("RTPL"), Rajdin Apparels Private Limited ("RAPL"), Reflexion Trading Private Limited ("RXTPL"), Rishikesh Apparels Private Limited ("RKAPL"), Seven Hills Clothing Private Limited ("SHCPL"), companies incorporated under the Companies Act, 1956 and having their Registered Offices at 16/2, Residency Road, Bengaluru 560025, Karnataka.
- 1.7 "TRANSFEREE COMPANY" means Gokaldas Exports Limited, a Public Listed Company incorporated under the Companies Act, 1956 and listed on the National Stock Exchange of India Limited and BSE Limited and having its registered office at No. 16/2, Residency Road, Bengaluru 560025, Karnataka.
- 1.8 "UNDERTAKING OF THE TRANSFEROR COMPANIES" shall mean:
 - a) All the assets, estates and properties of the Transferor Companies as on the Appointed Date, (hereinafter referred to as "the said assets").
 - b) All the debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date (hereinafter referred to as "the said liabilities").
 - c) Without prejudice to the generality of sub-clause (a) above, the undertaking of the Transferor Companies shall include all the Transferor Companies' reserves, movable and immovable properties, assets irrespective of whether or not they are capable of transfer by physical/ manual delivery or by endorsement and delivery and includes current assets, investments, deposit, advances, shares, securities, allotments, contracts, engagements, registration, arrangements, rights, interest, benefits and advantages of whatsoever nature and whatsoever situated belonging to or in ownership, power and/or possession and/or control, vested in or granted in favour of or enjoyed by the Transferor Companies including but not limited to or leasehold rights, tenancy rights, licenses permits, permissions, licenses, tax advantages of all kinds whether it be sales tax, income tax or other direct or indirect taxes, authorizations, telephones, telex, facsimile and other communication facilities, equipment, rights and benefits of all arrangements, agreements and all other interests, rights and powers of every kind, nature and descriptions whatsoever, privileges, liberties, easements, advantages, benefits and approvals and all books of account and documents and records relating there with.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Hon'ble National Company Law Tribunal shall be operative and effective from the Appointed Date.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996, (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

PART - III

CAPITAL STRUCTURE

2. The Authorised, Issued, Subscribed and Paid-up Share Capital of the Transferor Companies and the Transferee Company are as under:

TRANSFEROR COMPANIES

i. Deejay Trading Private Limited (“DTPL”)

Particulars	As on 31.12.2016 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

The above figures are also the same figures furnished in the latest audited Balance Sheet as on 31.03.2016. Subsequent to the said date, there has been no change in the issued, subscribed and paid up capital of the said Company. The said Transferor Company is a wholly owned subsidiary of the Transferee Company.

ii. Glamourwear Apparels Private Limited (“GAPL”)

Particulars	As on 31.12.2016 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

The above figures are also the same figures furnished in the latest audited Balance Sheet as on 31.03.2016. Subsequent to the said date, there has been no change in the issued, subscribed and paid up capital of the said Company. The said Transferor Company is a wholly owned subsidiary of the Transferee Company.

iii. Madhin Trading Private Limited (“MTPL”)

Particulars	As on 31.12.2016 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

The above figures are also the same figures furnished in the latest audited Balance Sheet as on 31.03.2016. Subsequent to the said date, there has been no change in the issued, subscribed and paid up capital of the said Company. The said Transferor Company is a wholly owned subsidiary of the Transferee Company.

iv. Magenta Trading Private Limited (“MGTPL”)

Particulars	As on 31.12.2016 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

The above figures are also the same figures furnished in the latest audited Balance Sheet as on 31.03.2016. Subsequent to the said date, there has been no change in the issued, subscribed and paid up capital of the said Company. The said Transferor Company is a wholly owned subsidiary of the Transferee Company.

v. Rafter Trading Private Limited (“RTPL”)

Particulars	As on 31.12.2016 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

The above figures are also the same figures furnished in the latest audited Balance Sheet as on 31.03.2016. Subsequent to the said date, there has been no change in the issued, subscribed and paid up capital of the said Company. The said Transferor Company is a wholly owned subsidiary of the Transferee Company.

vi. Rajdin Apparels Private Limited ("RAPL")

Particulars	As on 31.12.2016 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

The above figures are also the same figures furnished in the latest audited Balance Sheet as on 31.03.2016. Subsequent to the said date, there has been no change in the issued, subscribed and paid up capital of the said Company. The said Transferor Company is a wholly owned subsidiary of the Transferee Company.

vii. Reflexion Trading Private Limited ("RXTPL")

Particulars	As on 31.12.2016 Amount (Rs.)
AUTHORISED CAPITAL:	
10,000 Equity Shares of Rs.10/- each	1,00,000/-
TOTAL	1,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
10,000 Equity Shares of Rs.10/- each	1,00,000/-
TOTAL	1,00,000/-

The above figures are also the same figures furnished in the latest audited Balance Sheet as on 31.03.2016. Subsequent to the said date, there has been no change in the issued, subscribed and paid up capital of the said Company. The said Transferor Company is a wholly owned subsidiary of the Transferee Company.

viii. Rishikesh Apparels Private Limited ("RKAPL")

Particulars	As on 31.12.2016 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

The above figures are also the same figures furnished in the latest audited Balance Sheet as on 31.03.2016. Subsequent to the said date, there has been no change in the issued, subscribed and paid up capital of the said Company. The said Transferor Company is a wholly owned subsidiary of the Transferee Company.

ix. Seven Hills Clothing Private Limited ("SHCPL")

Particulars	As on 31.12.2016 Amount (Rs.)
AUTHORISED CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
20,000 Equity Shares of Rs.10/- each	2,00,000/-
TOTAL	2,00,000/-

The above figures are also the same figures furnished in the latest audited Balance Sheet as on 31.03.2016. Subsequent to the said date, there has been no change in the issued, subscribed and paid up capital of the said Company. The said Transferor Company is a wholly owned subsidiary of the Transferee Company.

THE TRANSFEREE COMPANY:**GOKALDAS EXPORTS LIMITED ("GEL")**

Particulars	As on 31.12.2016 Amount (Rs.)
AUTHORISED CAPITAL:	
4,00,00,000 Equity Shares of Rs. 5/- each	20,00,00,000/-
TOTAL	20,00,00,000/-
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:	
3,49,27,662 Equity Shares of Rs. 5/- each	17,46,38,310/-
TOTAL	17,46,38,310/-

The paid up share capital of the Company as on 31-03-2016 was Rs. 17,39,46,630 Consisting of 3,47,89,326 equity shares of Rs. 5/-(five) each. As on 31-12-2016, the paid up Share Capital of the Transferee Company is Rs. 17,46,38,310 consisting of 3,49,27,662 Equity Shares of Rs.5/- each fully paid up. The increase in paid up share capital is due to issue of stock options to Employees.

4. DISCLOSURES AS PER SUB-SECTION (2) OF SECTION 230 OF THE COMPANIES ACT, 2013

As required by sub-rule (iii) of Rule 3 (1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the disclosures under sub-section (2) of Section 230 of the Companies Act, 2013 are given below:

(i) Deejay Trading Private Limited (DTPL)

(a) Activities of the company

The company is engaged in the following activities:

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed-sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri-cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

(b) The Latest financial position of the company is as under:

	As on 31.03.2016 (Rs)	As on 31.12.2016 (Rs)
Liabilities		
Paid up Share Capital	2,00,000	2,00,000
Reserves & Surplus	1,20,55,250	12,443,057
Trade Payables	8,82,526	38,608
Other Current Liabilities	1,93,56,442	19,228,086
Short Term Provisions	52,51,551	6,036,918
Total	3,77,45,769	3,79,46,669
Assets		
Fixed Assets	16,51,007	12,52,860
Non Current Investments	1,000	1,000
Long terms loans and advances	131,87,072	1,53,04,288
Trade Receivables	2,22,39,198	2,07,50,614
Cash & Cash Equivalents	5,62,350	514,722
Short term Loans & Advances	1,05,142	1,23,185
Total	3,77,45,769	3,79,46,669
Other information		
Total Revenue	19,68,83,917	8,73,65,927
Total Expenses	19,31,27,216	8,74,05,912
Profit/Loss(-) carried to Balance Sheet(after taxes, if any)	4,75,245	3,87,806

(c) The latest Audited Accounts as on 31.03.2016 along with the Auditors Report is annexed to this Application as Annexure I.

(d) There are no investigations or proceedings pending against the Company.

(e) There is no reduction of share capital of the company proposed in this Scheme and hence disclosure under (b) of sub-rule (2) of Section 230 of the Act is not applicable.

(f) There is no scheme of Corporate debt restructuring proposed in this Scheme and hence disclosure under (c) of sub-rule (2) of Section 230 of the Act is not applicable.

(ii) Glamourwear Apparels Private Limited (GAPL)

(a) The company is engaged in the following activities:

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed-sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri-cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

(b) The Latest financial position of the company is as under:

	As on 31.03.2016 (Rs)	As on 31.12.2016 (Rs)
Liabilities		
Paid up Share Capital	2,00,000	2,00,000
Reserves & Surplus	1,57,36,781	1,63,40,096
Long Term Provisions		43,81,651
Trade Payables	16,64,435	44,250
Other Current Liabilities	2,32,62,687	2,13,,23,158
Short Term Provisions	1,15,95,002	78,73,306
Total	5,24,58,905	50,162,461
Assets		
Fixed Assets	17,04,401	14,79,034
Non Current Investments	9,000	9,000
Long terms loans and advances	2,02,33,089	1,92,55,978
Trade Receivables	2,95,56,676	2,73,07,115
Cash & Cash Equivalents	8,50,936	18,14,495
Short term Loans & Advances	1,04,803	2,96,839
Total	5,24,58,905	50,162,461
Other information		
Total Revenue	16,73,94,381	12,77,85,507
Total Expenses	16,60,89,473	12,48,55,703
Profit/Loss(-) carried to Balance Sheet(after taxes, if any)	5,55,978	6,03,313

(c) The latest Audited Accounts as on 31.03.2016 along with the Auditors Report is annexed to this Application as Annexure II.

(d) There are no investigations or proceedings pending against the Company.

(e) There is no reduction of share capital of the company proposed in this Scheme and hence disclosure under (b) of sub-rule (2) of Section 230 of the Act is not applicable.

(f) There is no scheme of Corporate debt restructuring proposed in this Scheme and hence disclosure under (c) of sub-rule (2) of Section 230 of the Act is not applicable.

(iii) Madhin Trading Private Limited (MTPL)

(a) The company is engaged in the following activities:

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

(b) The Latest financial position of the company is as under:

	As on 31.03.2016 (Rs)	As on 31.12.2016 (Rs)
Liabilities		
Paid up Share Capital	2,00,000	2,00,000
Reserves & Surplus	7,777,979	7,926,474
Trade Payables	935,794	144,614
Other Current Liabilities	22,078,703	15,701,236
Short Term Provisions	12,992,258	50,85,997
Total	4,39,84,734	29,058,321
Assets		
Fixed Assets	1,628,468	1,112,116
Non Current Investments	1,000	1,000
Long terms loans and advances	8,396,505	9,392,759
Trade Receivables	33,097,296	15,174,947
Cash & Cash Equivalents	439,771	2,778,648
Short term Loans & Advances	421,694	598,851
Total	4,39,84,734	29,058,321
Other information		
Total Revenue	181,517,891	84,392,070
Total Expenses	179,098,770	84,164,617
Profit/Loss(-) carried to Balance Sheet(after taxes, if any)	555,047	1,48,479

- (c) The latest Audited Accounts as on 31.03.2016 along with the Auditors Report is annexed to this Application as Annexure III.
- (d) There are no investigations or proceedings pending against the Company.
- (e) There is no reduction of share capital of the company proposed in this Scheme and hence disclosure under (b) of sub-rule (2) of Section 230 of the Act is not applicable.
- (f) There is no scheme of Corporate debt restructuring proposed in this Scheme and hence disclosure under (c) of sub-rule (2) of Section 230 of the Act is not applicable.

(iv) Magenta Trading Private Limited (MGTPL)

(a) The company is engaged in the following activities:

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

(b) The Latest financial position of the company is as under:

	As on 31.03.2016 (Rs)	As on 31.12.2016 (Rs)
Liabilities		
Paid up Share Capital	2,00,000	2,00,000
Reserves & Surplus	7,381,642	7,780,782
Trade Payables	6,692,734	250,580
Other Current Liabilities	34,551,233	33,351,981
Short Term Provisions	14,535,630	15,615,640
Total	63,361,239	57,198,983
Assets		
Fixed Assets	4,019,455	3,693,735
Non Current Investments	2,500	2,500
Long terms loans and advances	24,997,830	21,507,973
Trade Receivables	33,195,964	29,898,696
Cash & Cash Equivalents	582,085	11,55,397
Short term Loans & Advances	563,405	940,682
Total	63,361,239	57,198,983
Other information		
Total Revenue	289,071,395	212,307,786
Total Expenses	286,957,776	210,782,419
Profit/Loss(-) carried to Balance Sheet(after taxes, if any)	3,39,615	3,99,139

- (c) The latest Audited Accounts as on 31.03.2016 along with the Auditors Report is annexed to this Application as Annexure IV.
- (d) There are no investigations or proceedings pending against the Company.
- (e) There is no reduction of share capital of the company proposed in this Scheme and hence disclosure under (b) of sub-rule (2) of Section 230 of the Act is not applicable.
- (f) There is no scheme of Corporate debt restructuring proposed in this Scheme and hence disclosure under (c) of sub-rule (2) of Section 230 of the Act is not applicable.

(v) Rafter Trading Private Limited (RTPL)

(a) The company is engaged in the following activities:

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

(b) The Latest financial position of the company is as under:

	As on 31.03.2016 (Rs)	As on 31.12.2016 (Rs)
Liabilities		
Paid up Share Capital	2,00,000	2,00,000
Reserves & Surplus	7,325,515	7,454,615
Trade Payables	1,805,080	977,103
Other Current Liabilities	24,055,482	23,117,345
Short Term Provisions	16,402,602	14,380,601
Total	49,788,679	46,129,664
Assets		
Fixed Assets	12,573,147	11,931,685
Non Current Investments	0	0
Long terms loans and advances	13,332,417	15,319,119
Trade Receivables	21,008,400	17,117,919
Cash & Cash Equivalents	2,747,927	862,835
Short term Loans & Advances	126,788	8,98,106
Total	49,788,679	46,129,664
Other information		
Total Revenue	239,783,816	167,073,657
Total Expenses	240,031,920	166,526,059
Profit/Loss(-)(after deferred tax credits and tax of earlier years)	438,546	1,29,100

(c) The latest Audited Accounts as on 31.03.2016 along with the Auditors Report is annexed to this Application as Annexure V.

(d) There are no investigations or proceedings pending against the Company.

(e) There is no reduction of share capital of the company proposed in this Scheme and hence disclosure under (b) of sub-rule (2) of Section 230 of the Act is not applicable.

(f) There is no scheme of Corporate debt restructuring proposed in this Scheme and hence disclosure under (c) of sub-rule (2) of Section 230 of the Act is not applicable.

(vi) Rajdin Apparels Private Limited (RAPL)

(a) The company is engaged in the following activities:

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

(b) The Latest financial position of the company is as under:

	As on 31.03.2016 (Rs)	As on 31.12.2016 (Rs)
Liabilities		
Paid up Share Capital	2,00,000	2,00,000
Reserves & Surplus	20,722,738	22,188,147
Trade Payables	3,309,844	2,430,017
Other Current Liabilities	32,564,730	26,589,850
Short Term Provisions	14,155,200	14,150,386
Total	70,952,512	65,558,400
Assets		
Fixed Assets	3,486,614	2,589,990
Non Current Investments	600	600
Long terms loans and advances	38,145,256	40,295,444
Trade Receivables	28,017,024	16,256,878
Cash & Cash Equivalents	907,606	1,906,143
Short term Loans & Advances	395,412	4,509,345
Total	70,952,512	65,558,400
Other information		
Total Revenue	269,425,102	194,046,350
Total Expenses	267,755,787	192,072,501
Profit/Loss(-) carried to Balance Sheet(after taxes, if any)	693,215	1,465,407

- (c) The latest Audited Accounts as on 31.03.2016 along with the Auditors Report is annexed to this Application as Annexure VI.
- (d) There are no investigations or proceedings pending against the Company.
- (e) There is no reduction of share capital of the company proposed in this Scheme and hence disclosure under (b) of sub-rule (2) of Section 230 of the Act is not applicable.
- (f) There is no scheme of Corporate debt restructuring proposed in this Scheme and hence disclosure under (c) of sub-rule (2) of Section 230 of the Act is not applicable.

(vii) Reflexion Trading Private Limited (RXTPL)

(a) The company is engaged in the following activities:

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

(b) The Latest financial position of the company is as under:

	As on 31.03.2016 (Rs)	As on 31.12.2016 (Rs)
Liabilities		
Paid up Share Capital	100,000	100,000
Reserves & Surplus	2,754,094	2,927,172
Long Term Provisions		2,695,633
Trade Payables	1,156,310	1,376,602
Other Current Liabilities	20,746,093	22,561,366
Short Term Provisions	8,062,093	5,532,135
Total	32,818,590	35,192,908
Assets		
Fixed Assets	2,039,177	1,658,067
Non-Current Investments	3,000	3,000
Long terms loans and advances	16,837,485	16,178,234
Trade Receivables	-	100
Inventories	9,427,599	10,800,000
Cash & Cash Equivalents	3,487,095	3,966,546
Short term Loans & Advances	1,024,234	2,586,961
Total	32,818,590	35,192,908
Other information		
Total Revenue	170,005,712	130,646,843
Total Expenses	168,506,005	129,979,494
Profit/Loss(-) carried to Balance Sheet(after taxes, if any)	559,268	173,077

- (c) The latest Audited Accounts as on 31.03.2016 along with the Auditors Report is annexed to this Application as Annexure VII.
- (d) There are no investigations or proceedings pending against the Company.
- (e) There is no reduction of share capital of the company proposed in this Scheme and hence disclosure under (b) of sub-rule (2) of Section 230 of the Act is not applicable.
- (f) There is no scheme of Corporate debt restructuring proposed in this Scheme and hence disclosure under (c) of sub-rule (2) of Section 230 of the Act is not applicable.

(viii) Rishikesh Apparels Private Limited (RAPL)

(a) The company is engaged in the following activities:

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

(b) The Latest financial position of the company is as under:

	As on 31.03.2016 (Rs)	As on 31.12.2016 (Rs)
Liabilities		
Paid up Share Capital	200,000	200,000
Reserves & Surplus	10,237,659	10,389,386
Trade Payables	2,623,663	411,286
Other Current Liabilities	42,207,538	40,624,511
Short Term Provisions	17,627,494	18,314,257
Total	72,896,354	69,939,440
Assets		
Fixed Assets	6,911,850	5,124,393
Non Current Investments	400	400
Long terms loans and advances	45,584,418	49,907,241
Trade Receivables	18,262,850	10,450,855
Cash & Cash Equivalents	1,714,229	2,880,014
Short term Loans & Advances	422,607	1,576,537
Total	72,896,354	69,939,440
Other information		
Total Revenue	313,235,849	261,863,724
Total Expenses	310,074,769	261,575,659
Profit/Loss(-)carried to Balance Sheet(after taxes, if any)	573,939	151,725

(c) The latest Audited Accounts as on 31.03.2016 along with the Auditors Report is annexed to this Application as Annexure VIII.

(d) There are no investigations or proceedings pending against the Company.

(e) There is no reduction of share capital of the company proposed in this Scheme and hence disclosure under (b) of sub-rule (2) of Section 230 of the Act is not applicable.

(f) There is no scheme of Corporate debt restructuring proposed in this Scheme and hence disclosure under (c) of sub-rule (2) of Section 230 of the Act is not applicable.

(ix) Seven Hills Clothing Private Limited (SHCPL)

(a) The company is engaged in the following activities:

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosiery, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhooties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosiery, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosiery in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

(b) The Latest financial position of the company is as under:

	As on 31.03.2016 (Rs)	As on 31.12.2016 (Rs)
Liabilities		
Paid up Share Capital	2,00,000	2,00,000
Reserves & Surplus	32,785,833	33,396,867
Trade Payables	4,630,469	220,755
Other Current Liabilities	98,978,916	89,495,459
Short Term Provisions	45,138,087	36,102,857
Total	181,733,305	159,415,938
Assets		
Fixed Assets	7,583,476	5,579,623
Non Current Investments	200	200
Long terms loans and advances	36,521,270	35,681,754
Trade Receivables	129,791,212	111,370,322
Cash & Cash Equivalents	6,443,512	4,173,534
Short term Loans & Advances	1,393,635	2,610,505
Total	181,733,305	159,415,938
Other information		
Total Revenue	717,387,736	495,445,674
Total Expenses	712,281,621	493,204,141
Profit/Loss(-)carried to Balance Sheet(after taxes, if any)	413,668	6,11,031

- (c) The latest Audited Accounts as on 31.03.2016 along with the Auditors Report is annexed to this Application as Annexure IX.
- (d) There are no investigations or proceedings pending against the Company.
- (e) There is no reduction of share capital of the company proposed in this Scheme and hence disclosure under (b) of sub-rule (2) of Section 230 of the Act is not applicable.
- (f) There is no scheme of Corporate debt restructuring proposed in this Scheme and hence disclosure under (c) of sub-rule (2) of Section 230 of the Act is not applicable.

(x) Gokaldas Exports Limited (GEL) --- Transferee Company

(a) The company is engaged in the following activities:

- To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
- To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

(b) The Latest financial position of the company (on standalone basis) is as under:

	As on 31.03.2016 (Rs in Lakhs)	As on 31.12.2016 (Rs in Lakhs)
Liabilities		
Paid up Share Capital	1739.47	1746.38
Reserves & Surplus	19543.63	13096.55
Long Term Borrowings	Nil	Nil
Long Term Provisions	271.99	257.14
Short term Borrowings	31,304.91	37021.86
Trade Payables	10,411.57	9646.02
Other Current Liabilities	8005.42	4187.82
Short Term Provisions	1186.09	1137.64
Total	72,463.08	67093.41
Assets		
Fixed Assets	9070.83	9079.19
Intangible Assets	85.47	141.24
Capital work in progress	247.64	28.73
Non Current Investments	2890.62	2890.62
Deferred tax asset(net)	959.42	959.42
Long terms loans and advances	3351.85	2586.08
Other non-current assets	735.78	753.64
Inventories	19384.11	22239.77
Trade Receivables	7984.64	7693.92
Cash & Cash Equivalents	20917.54	15292.75
Short term Loans & Advances	1578.51	1680.56
Other current assets	5256.67	3747.49
Total	72,463.08	67093.41
Other information		
Total Revenue	115,096.52	62676.58
Total Expenses	114530.61	68818.50
Profit/Loss(-) before exceptional items and tax	565.91	(6141.92)
Profit/(Loss) carried to Balance Sheet, after taxes, if any	6067.14	(6141.92)

- (c) The latest Audited Accounts as on 31.03.2016 along with the Auditors Report is annexed to this Application as Annexure X.
- (d) There are no investigations or proceedings pending against the Company.
- (e) There is no reduction of share capital of the company proposed in this Scheme and hence disclosure under (b) of sub-rule (2) of Section 230 of the Act is not applicable.
- (f) There is no scheme of Corporate debt restructuring proposed in this Scheme and hence disclosure under (c) of sub-rule (2) of Section 230 of the Act is not applicable.

PART IV
SCHEME

The material provisions of the proposed Scheme are as under:

5. Upon the Scheme Coming Into Effect:

- (i) The authorized Share Capital of the Transferee Company shall automatically stand increased by the Authorized Share Capital of the Transferor Companies as on the Appointed Date without any further act, instrument or deed on the part of the Transferee Company including filing of statutory forms with the Registrar of Companies, and payment of stamp duty and fees payable to the Registrar of Companies as if such fees and duties in respect of such authorized share capital of the Transferor Companies have already been paid by the Transferor Companies, the benefit of which stands vested in the Transferee Company pursuant to the Scheme becoming effective.
- (ii) The Memorandum of Association of the Transferee Company(clause relating to authorized share capital) shall, without any further act, instrument or deed be and shall stand altered, modified and amended pursuant to Sections 230 to 232 of the Companies Act, 2013, as may be applicable read with Sections 13, 14 and 61 of the Companies Act, 2013, and other applicable provisions of the Act as the case may be and for this purpose, the stamp duties and fees paid on the authorized share capital of the Transferor Companies shall be utilized and applied to the increased authorized share capital of the Transferee Company and no payment of any extra stamp duty and/or fee shall be made by the Transferee Company for increase in the Authorized Share Capital to that extent.
- (iii) As the Transferor companies are wholly owned subsidiaries of the Transferee Company, on amalgamation, no consideration will be paid nor any shares shall be issued by Transferee Company to any person as consideration of or consequent upon the amalgamation. All the equity shares of the Transferor Companies held by the Transferee Company (either directly or through its nominees) shall stand cancelled without any further application, act or deed.
- (iv) With effect from the Appointed Date, the Transferor Companies shall stand possessed of all the assets and properties of the Transferor Companies and they shall carry on and be deemed to have carried on their businesses and activities in trust for and for the benefit of the Transferee Company. The Transferor Companies shall carry on the business with reasonable diligence and in the same manner as it had been doing hitherto and shall not, without the concurrence of the Transferee Company, alienate, charge or encumber any of the properties of the company except in the ordinary course of business or pursuant to any pre-existing obligation undertaken prior to the Appointed Date. All profits/incomes earned or accruing or losses arising or incurred by the Transferor Companies and all receipts ,payments, costs, charges, expenses etc. shall for all purposes be treated as the profits/incomes, losses, receipts, payments, costs, charges, expenses etc., as the case may be, of the Transferee Company.
- (v) The possession and power of the Transferor Companies to carry on its business in trust for the Transferee Company as provided in sub clause (iv) above, shall, without any further act or deed, come to an end and thereafter the Transferee Company shall stand possessed of all the assets and properties of the Transferor Companies and shall carry on and be deemed to have carried on the businesses and activities for its own benefit.

6. Rationale of the Scheme:

- a. The Transferee Company and the Transferor Companies are into the business of manufacturing and trading in textiles, leather and other apparel products. With the objective of amalgamating the resources of all the Companies, the Company can achieve effective control, increased efficiency, cost effectiveness and increased customer recognition.
- b. The amalgamation would consolidate the business operations, undertaking, assets, liabilities etc., of the Transferor Companies into the Transferee Company, under a single centralized system of management which shall result in the management being able to exercise greater control over the operations of the Companies.
- c. The facilities available with all the Transferor companies could be pooled together and the Transferee company will be better able to utilise the facilities available as one single unit on a larger scale.
- d. By the proposed amalgamation, the operational costs will be considerably reduced and the management will be able to operate and run the amalgamated company as a single unit more effectively and economically, reducing expenditure considerably and resulting in better turnover and profits.
- e. There will be operational synergy in terms of procurement benefits, common license, and reduction of administration work etc., for the Transferee / amalgamated company.
- f. The amalgamated company will have the benefit of the combined reserves, assets, man-power and cash flows of all the companies. The combined resources of the amalgamated company will enhance its capability to face competition in the market place more effectively.
- g. With the enhanced capabilities and resources at its disposal, the amalgamated company will have greater flexibility to market and meet consumer needs and compete more effectively.
- h. A larger growing company will mean enhanced financial and growth prospects for the people and organizations connected with the company and will be in public interest and the interests of its shareholders.

7. TRANSFER OF UNDERTAKING

- 7.1 With effect from the Appointed Date, and subject to the provisions of this Scheme in relation to the mode of transfer and vesting, the undertaking of the Transferor Companies shall, without any further act, instrument or deed be and the same shall stand transferred to and vested in or deemed to have been transferred to and vested in the Transferee Company pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act and the Scheme. The assets and liabilities of the undertaking of the Transferor Companies will be transferred to the Transferee Company at book value.
- 7.2 It is expressly provided that in respect of such of the said assets as are movable in nature or are otherwise capable of transfer by manual or constructive delivery and/or by endorsement and delivery, the same shall be so transferred by the Transferor Companies to and vested in the Transferee Company on the Appointed Date. They shall become the property of the Transferee Company in pursuance of the provisions of Sections 230 to 232 of the said Act, as an integral part of the undertaking, such transfer being deemed to have taken place at the location of the Registered Office of the Transferee Company, i.e., in the State of Karnataka.
- 7.3 The Transferee Company, may at any time, after the coming into the effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor Companies is a party or any writings, as may be necessary, to be executed in order to give formal effect to the above provisions. The Transferee Company shall, under provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Companies, implement or carry out all such formalities or compliance referred to above on the part of the Transferor Companies.
- 7.4 With effect from the said Appointed Date, all debts, liabilities, duties and obligations of the Transferor Companies, including contingent liabilities not provided in their books (hereinafter referred to as "the said liabilities") and any accretions and additions or reductions thereto after the Appointed Date shall also stand transferred or deemed to be transferred without any further act or instrument or deed to the Transferee Company so as to become as and from that date, the debts, liabilities, duties and obligations of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this clause. PROVIDED ALWAYS that nothing in this clause shall or is intended to enlarge the security for any loan, deposit or other indebtedness created by the Transferor Companies prior to the "Appointed Date" which shall be transferred to and vested in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be required or obliged in any manner to create any further or additional security therefor after the "Appointed Date" or otherwise.

- 7.5 All the loans, advances and other facilities sanctioned to the Transferor Companies by their bankers (if any) prior to the Appointed Date, which are partly drawn / utilised shall be deemed to be the loans and advances sanctioned to the Transferee Company. All the advances/loans and or other facilities so drawn by the Transferor Companies (within the overall limits sanctioned by their bankers) as on the Appointed Date be treated as advances and loans made available to the Transferee Company under any loan agreement shall be construed and shall become the obligation of the Transferee Company without any further act, or deed on the part of the Transferee Company.
- 7.6 Upon this Scheme coming into effect, any loan, dues or other obligations between the Transferor Companies and the Transferee Company shall stand discharged and there shall be no liability in that behalf. In so far as any securities, debentures or notes issued by the Transferor Companies and held by the Transferee Company, and vice versa, are concerned, the same shall, unless sold or transferred by the Transferor Companies or the Transferee Company, as the case may be, at any time prior to the Appointed Date, stand cancelled as on the Appointed Date and shall be of no effect and the Transferor Companies or the Transferee Company, as the case may be, shall have no further obligation outstanding in that behalf.
8. CONTRACT, DEEDS, BONDS AND OTHER INSTRUMENTS
- 8.1 Subject to the other provisions contained in the Scheme, all contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which the Transferor Companies were a party subsisting or having effect immediately before this arrangement under this Scheme, shall be, in full force and effect, against or in favour of the Transferee Company, and may be enforced as fully and as effectively as if instead of the Transferor Companies, the Transferee Company had been a party thereto. The Transferee Company shall enter into and/or issue and / or execute deeds, writings or confirmation or enter into any tripartite arrangement, confirmations or novations to which the Transferor Companies as the case may be will, if necessary, also be party in order to give formal effect to the provisions of this clause, if so required or become necessary.
- 8.2 As a consequence of the amalgamation of the Transferor Companies with the Transferee Company in accordance with this Scheme, the recording of change in name from the Transferor Companies as the case may be to the Transferee Company, whether for the purposes of any licence, permit, approval or any other reason, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority without the requirement of payment of any transfer or registration fee or any other charge or imposition whatsoever.
- 8.3 The Transferee Company may, at any time, after the coming into the effect of this Scheme in accordance with provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor Companies are a party or any writings, as may be necessary, to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such writings on behalf of the Transferor Companies, implement or carry out all such formalities or compliances referred to above on the part of the Transferor Companies as the case may be, to be carried out or performed.
- 8.4 For the removal of doubts, it is expressly made clear that the dissolution of the Transferor Companies without the process of winding up as contemplated hereunder, shall not, except to the extent set out in the Scheme, affect the previous operation of any contract, agreement, deed or any instrument or beneficial interest to which the Transferor Companies were a party thereto and shall not affect any right, privilege, obligations or liability, acquired, or deemed to be acquired prior to Appointed Date and all such references in such agreements, contracts and instruments to the Transferor Companies shall be construed as reference only to the Transferee Company with effect from the Appointed Date.
9. LEGAL PROCEEDINGS
- All suits, actions, writ petitions, revisions, legal proceedings or other proceedings of whatsoever nature (hereinafter called "the proceedings") by or against the Transferor Companies pending and / or arising on or before the Appointed date shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the undertaking of the Transferor Companies pursuant to the proposed amalgamation of the Transferor Companies with the Transferee Company or anything contained in the scheme, but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the scheme had not been made and shall be continued and enforced by or against by the Transferor Companies. On and from the Appointed Date, the Transferee Company shall and may initiate any legal proceedings for and on behalf of the Transferor Companies.
10. APPOINTED DATE OF THE SCHEME
- The Scheme, set out herein in its present form or with any modification(s) or amendment(s) approved imposed or directed by the Hon'ble National Company Law Tribunal shall be effective from the Appointed Date, i.e., April 1, 2016.
11. EMPLOYEES OF THE TRANSFEROR COMPANIES
- 11.1 All the Employees of the Transferor Companies in service on the date immediately preceding the date of sanction of this Scheme by the Hon'ble National Company Law Tribunal shall become the Employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the Transferor Companies on the said date.
- 11.2 As far as the Provident fund, Gratuity Fund, Superannuation Fund and any other special fund or trusts created or existing for the benefit of the employees of the Transferor Companies, if any, upon the Scheme becoming finally effective, the Transferee Company shall stand substituted for the Transferor Companies for all purposes and intent whatsoever relating to the administration of operations of such schemes or funds or in relation to the obligations to make contributions to the said funds in accordance with all provisions of such funds. It is the intent that all the rights, duties, powers and obligations of the Transferor Companies in relation to such funds shall become those of the Transferee Company. It is clarified that the service of the employee of the Transferor Companies will be treated as having been continued for the purpose of the aforesaid funds or provisions.
12. CONDUCT OF BUSINESS BY TRANSFEROR COMPANIES TILL SANCTION OF THE SCHEME
- 12.1 With effect from the Appointed date and up to the sanction of the scheme by the Hon'ble Company Law Tribunal:
- The Transferor Companies shall carry on and be deemed to have carried on all their business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all the said assets for and on account of and in trust for the Transferee Company.
 - All the profits or incomes accruing or arising to the Transferor Companies or expenditure or losses incurred by it shall, for all purposes, be treated as the profits or incomes or expenditure or losses of the Transferee Company as the case may be;
 - The Transferor Company shall carry on their business activities, with reasonable diligence, business and shall not, without the written consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with the said assets or any part thereof except in the ordinary course of their business save for any pre-existing obligation undertaken by the Transferor Companies prior to the appointed date;
 - The Transferor Companies shall not, without the written consent of the Transferee Company, undertake any new business;
 - All taxes paid or payable by the Transferor Companies in respect of the operations and or the profits of the Transferor Companies whether before or after the sanction of the Scheme by the Hon'ble National Company Law Tribunal shall be on account of the Transferee Company and so far it relates to the tax payment (whether by way of deduction at source, advance tax or otherwise however) by the Transferor Companies in respect of the profit of the Transferor Company from and after the appointed date, the same shall be deemed to be the tax paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.
- 12.2 Notwithstanding anything contained in the clause 12.1 above, both the Transferor Companies and the Transferee Company shall be free to conduct their respective business and to take all steps in this regard including raising of funds either through fresh share capital or loan during the pendency of this scheme.

13. ACCOUNTING TREATMENT

- 13.1 With effect from the Appointed date, and subject to any corrections and adjustments as may, in the opinion of the Board of directors of the Transferee Company be required, the amalgamation will be accounted for under "pooling of interest method" as prescribed in Accounting Standards-14 (AS-14) issued by The Institute of Chartered Accountants of India.
- 13.2 With effect from the Appointed Date, all the assets and liabilities, including reserves of Transferor Companies shall be recorded in the books of the Transferee Company at their existing carrying values and in the same form.
- 13.3 The investments as shown in the Balance Sheet of the Transferee Company towards investments made in the Transferor Companies will stand cancelled.
- 13.4 Inter-company balances, loans and deposits, if any, will stand cancelled.
- 13.5 In case of any difference in accounting policy between the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference till the respective Appointed Date will be quantified and adjusted in the Reserves to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

14. TAX TREATMENT

- 14.1 This Amalgamation of Transferor Companies with the Transferee Company in terms of this Scheme shall take place with effect from the Appointed Date and shall be in accordance with the provisions of Section 2 (1B) and Section 47 of the Income Tax Act and the rules thereunder.
- 14.2 Any tax liability under the Income Tax Act, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax, 1956 and any other State Sales Tax/ Value Added Tax laws, Service Tax, Stamp Laws or any other applicable laws/ regulations (hereinafter referred to as the "Tax Laws") dealing with the Taxes/ duties/ levies allocable or related to the business of Transferor Companies to the extent not provided for or provided by tax provisions in the accounts made, as on the date immediately preceding the Appointed Date shall be transferred to the Transferee Company and any surplus in the provision for taxation/duties/levies account, including advance tax and tax deducted at source as on the date immediately preceding the Appointed Date will also be transferred or to the account of the Transferee Company.
- 14.3 All the taxes (including income tax, wealth tax, sales tax, excise duty, custom duty, service tax, VAT etc.) paid or payable by the Transferor Companies in respect of the operations and/ or profits of the Business, on and from the Appointed Date shall be on account of the Transferee Company and in so far as it relates to the tax payment(including without limitation to the income Tax , wealth tax, sales tax, excise duty, services tax, VAT etc) whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Companies in respect of profits, activities or operations of the business on and from the appointed date, the same shall be deemed to be corresponding item paid by the Transferee Company and shall in all proceedings be dealt with accordingly.
- 14.4 Any refund under the tax laws received by /due to the Transferor Companies consequent to the assessment made on Transferor Companies subsequent to the Appointed Date pertaining to the business transfer and for which no credit is taken in account as on the Date immediately preceding the Appointed Date, shall also belong and be received by the Transferee Company.
- 14.5 Without prejudice to the generality of the above, all benefits under the Income Tax including Dividend Tax, Sales Tax, MAT, Excise Duty, Service Duty, VAT etc. to which the Transferor Companies are entitled to in terms of the applicable tax laws of the Union and State Laws, shall be available to the benefit of the Transferee Company.

15. DISSOLUTION OF THE TRANSFEROR COMPANIES

Upon sanction of the Scheme by the Hon'ble Company Law Tribunal, the Transferor companies shall stand dissolved without being wound up without any further act by any party and its names shall be struck off from the list of companies maintained by the Registrar of Companies, Karnataka.

16. DIVIDENDS, PROFITS, BONUS / RIGHTS SHARES, IF ANY

- 16.1 The Transferor Companies shall be entitled to declare and pay dividends to its shareholders for any financial year or any period prior to the Appointed date. The Transferor Companies shall obtain the consent of the Transferee Company before declaration of any dividend for the period commencing from and after the Appointed date.
- 16.2 Subject to the provisions of the scheme, the profits of the Transferor Companies for the period beginning from the Appointed date shall belong to and be the profits of the Transferee Company and will be available to the Transferee Companies for being disposed off in any manner as it thinks fit.
- 16.3 It is clarified, however, that the aforesaid provisions in respect of declaration of dividend are enabling provisions only and shall not be deemed to confer any right on any member of the Transferor company or the Transferee company to demand or claim any dividend which, subject to the provisions of the said act, shall be entirely at the discretion of the board of directors and the approval of the shareholders of the Transferor companies and the Transferee company.

17. APPLICATIONS TO THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL

- 17.1 The Transferor Companies and the Transferee Company shall with all reasonable dispatch, make applications / petitions under sections 230 to 232 of the said Act and any other applicable provisions of the said Act to the Hon'ble National Company Law Tribunal, Bengaluru Bench, for sanctioning the scheme and for dissolution of the Transferor Companies without winding up under the provisions of law and apply for and obtain such other approvals, if any, required under law.

18. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 18.1 The Transferor Companies and the Transferee Company through their respective Board of Directors in their full and absolute discretion, may assent from time to time on behalf of all persons concerned to any modification(s) or amendment(s) to the scheme or agree to any terms, variations and / or conditions which the National Company Law Tribunal, Bengaluru Bench and / or any other authorities under law may deem fit to direct or impose and do all acts, deeds and things as may be necessary desirable or expedient for putting the scheme into effect.
- 18.2 For the purpose of giving effect to the scheme or to any modification thereof, the Directors of the Transferor Companies and the Transferee Company are hereby authorized to give such directions and / or to take such steps as may be necessary or desirable including giving any directions for settling any question or doubt or difficulties whatsoever that may arise.
- 18.3 In the event that any conditions are imposed by any competent authority which the Transferor Companies or the Transferee Company find unacceptable for any reasons whatsoever, then the Transferor Companies and/ or the Transferee Company shall be entitled to withdraw from the scheme.

19. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

The Scheme is conditional upon and subject to:

- 19.1 The Transferee Company providing for voting by public shareholders through postal ballot and e-voting in accordance with the provisions of the Act and as required under the Securities and Exchange Board of India Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 and subsequent modifications thereof ("SEBI Circular") while seeking their approval for the Scheme;
- 19.2 The Scheme being agreed to by the requisite number of public shareholders of the Transferee Company as provided in the SEBI Circular in this regard;
- 19.3 Approval of the Scheme by the requisite majority of the members of the Transferor Companies and Transferee Company or as otherwise ordered by the Hon'ble National Company Law Tribunal, Bengaluru Bench;
- 19.4 Sanction of the Scheme by the Hon'ble National Company Law Tribunal, Bengaluru Bench pursuant to Section 230 to 232 of the Act and appropriate orders being made by the said Tribunal pursuant to Section 232 of the Act for the amalgamation under the Scheme and for the implementation thereof;

- 19.5 Any other sanction or approval of Appropriate Authorities concerned, as may be considered necessary and appropriate by the respective Board of Directors of the Transferor Companies and Transferee Company, being obtained and granted in respect of any of the matters for which such sanction or approval is required;
- 19.6 All other sanctions and approvals as may be required by law including filing of the Order of the Hon'ble National Company Law Tribunal or of any other appropriate authority with the Registrar of Companies under Section 232 of the Act in respect of the Scheme being sanctioned.
- 19.7 The scheme shall be deemed to be effective from the Appointed Date.
20. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS
- 20.1 In the event of any of the approvals or conditions enumerated in the scheme not being obtained or complied, or for any other reason, this scheme cannot be implemented in its present form, then the Board of Directors of the Transferee Company and Transferor Companies shall mutually waive or modify such conditions as they consider appropriate to give effect as far as possible to this scheme and failing such mutual agreement, or in case the sanctions and approvals referred to in the preceding Clause not being obtained and / or the Scheme not being sanctioned by the Hon'ble National Company Law Tribunal or the Order(s) not being passed as aforesaid, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.
- 20.2 Without prejudice to Clause 20.1 herein above, if any portion of the scheme is found to be unworkable for any reason whatsoever, the same shall not affect the validity or implementation of the other Parts of the Scheme should the Board of Directors of the Transferee Company so deem fit.
21. SAVING OF CONCLUDED TRANSACTIONS
- The transfer of properties and liabilities under Clause 7 above and the continuance of proceedings by or against the Transferor Company under Clause 9 above shall not affect any transaction or proceedings already concluded by the Transferor Companies on or after the Appointed Date till the sanction of the Scheme by the Hon'ble Company Law Tribunal, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.
22. EXPENSES CONNECTED WITH THE SCHEME
- All costs, charges and expenses of the Transferor Companies and the Transferee Company respectively in relation to or in connection with the Scheme and of carrying out and implementing / completing the terms and provisions of the Scheme and / or incidental to the completion of Amalgamation of the said Undertaking of the Transferor Companies in pursuance of the Scheme shall be borne and paid by the Transferee Company.
23. General terms and conditions
- 23.1 All the benefits, concessions, permissions and incentives (benefits) to the which the Transferor Companies are entitled to shall be transferred to and vested in the Transferee Company and all benefits, entitlements and incentives of any nature whatsoever including concessions & incentives shall be claimed and/or be claimable by the Transferee Company and these shall relate back to the appointed date as if the Transferee Company was originally entitled to all the benefits under such incentive schemes and/or policies.
- 23.2 Upon this Scheme being sanctioned by the Hon'ble National Company Law Tribunal:
- (a) the Transferee Company is expressly permitted to revise its various returns and to claim refunds/credits etc., on the basis of the opening balance sheet, becoming effective as on the appointed date pursuant to the terms of this scheme and its right to make such revisions in the said returns and the right to claim refunds/credits pursuant to the sanction of this scheme is expressly reserved.
 - (b) all taxes payable by Transferor Companies from the appointed date onwards including all or any refunds and claims of the Transferor Companies shall, for all purposes, be treated as the tax liabilities or refunds and claims, as the case may be of the Transferee Company.
- 23.3 Since each of the permissions, approvals, consents, sanctions, remissions, tax remissions, tax holidays, incentives, concessions and other authorizations, shall stand vested and permitted or continued by the order of sanction of this Hon'ble National Company Law Tribunal in the Transferee Company, the Transferee Company shall file the scheme, for the record of the statutory authorities who shall take it on file, pursuant to the sanction order of the Hon'ble National Company Law Tribunal.
- 23.4 In case this scheme is not sanctioned by this Hon'ble National Company Law Tribunal for any reason whatsoever or if this scheme cannot be implemented for any reason whatsoever, this scheme will become null and void and of no effect.
24. Jurisdiction
- Any dispute or difference arising out of or in connection with this scheme would be subject to the jurisdiction of the Hon'ble National Company Law Tribunal at Bengaluru and/or such other judicial authorities, as may be applicable.

ANNEXURE - B

Independent Auditor's Certificate on the proposed Draft Scheme of Amalgamation

To,
The Board of Directors of
Gokaldas Exports Limited
16/2, Residency Road,
Bengaluru 560025

1. We, the Statutory Auditors of Gokaldas Exports Limited ("GEL" or the "Company") have examined the proposed Draft Scheme of Amalgamation under Section 230 to 232 of the Companies Act, 2013 of DeeJay Trading Pvt. Ltd, Glamourwear Apparels Pvt. Ltd, Madhin Trading Pvt. Ltd, Magenta Trading Pvt. Ltd, Rafter Trading Pvt. Ltd, Rajdin Apparels Pvt. Ltd, Reflexion Trading Pvt. Ltd, Rishikesh Apparels Pvt. Ltd and Seven Hills Clothing Pvt. Ltd. (all Transferor Companies) with Gokaldas Exports Ltd.(Transferee Company) and their respective shareholders and Creditors. We also note all the Transferor Companies are Wholly Owned Subsidiaries of the Transferee Company.
2. Based on our examination of the Draft Scheme and according to the information and explanations given to us, we note that the Draft Scheme entails the amalgamation of DeeJay Trading Pvt. Ltd, Glamourwear Apparels Pvt. Ltd, Madhin Trading Pvt. Ltd, Magenta Trading Pvt. Ltd, Rafter Trading Pvt. Ltd, Rajdin Apparels Pvt. Ltd, Reflexion Trading Pvt. Ltd, Rishikesh Apparels Pvt. Ltd and Seven Hills Clothing Pvt. Ltd. with GEL, its parent company with the consequent dissolution without winding up of the aforesaid Transferor Companies.
3. We further note that as a result of the proposed amalgamation, the existing shares held by GEL in each of the Transferor Companies named above will stand cancelled with no issuance of further shares or payment of other consideration by GEL. As per Clause 4 of Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by the Securities and Exchange Board of India read with regulations 11 and 37 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Valuation report need not be required in cases where there is no change in the shareholding pattern of the listed / resultant company.
4. Since the shareholders and shareholding pattern of GEL after Amalgamation remains the same, it is treated as "no change in shareholding pattern" in GEL and accordingly, no valuation process is applicable to the transaction contemplated by the aforesaid Draft Scheme of Amalgamation.
5. We conducted our examination of the Draft Scheme in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC 1), Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements.
7. This certificate is issued at the request of the Company.

For GIRISH MURTHY & KUMAR
Firm Regn. No. 000934S
Chartered Accountants

SD/-
A V Satish Kumar
Partner
M No.: F-26526
Place: Bangalore
Date: September 21, 2017

ANNEXURE - C

AUDITOR'S CERTIFICATE

(as prescribed in Annexure II of SEBI Circular NO. CIR/CFD/CMD/16/2015 dated November 30, 2015)

To,
The Board of Directors,
Gokaldas Exports Limited,
16/2, Residency Road,
Bengaluru 560025

We, the statutory auditor of Gokaldas Exports Limited (hereinafter referred to as "the Company") have examined the proposed accounting treatment specified in Clause No. 13 of the Draft Scheme of Amalgamation between DeeJay Trading Private Limited, Glamourwear Apparels Private Limited, Madhin Trading Private Limited, Magenta Trading Private Limited, Rafter Trading Private Limited, Rajdin Apparels Private Limited, Reflexion Trading Private Limited, Rishikesh Apparels Private Limited and Seven Hills Clothing Private Limited (collectively referred to as "Transferor Companies") with Gokaldas Exports Limited(referred to as "Transferee Company" or "Applicant Company No. 10 ") in terms of the provisions of section(s) 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditor of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India in so far as applicable for the purpose of this Certificate.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment in the books of the Company as contained in Clause No. 13 of the aforesaid Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of Gokaldas Exports Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Ltd. and NSE Ltd. This Certificate should not be used for any other purpose without our prior written consent.

For GIRISH MURTHY & KUMAR
Firm Regn. No. 000934S
Chartered Accountants

SD/-
A V Satish Kumar
Partner
M No.: F-26526
Place: Bangalore
Date: September 21, 2017

ANNEXURE - D

October 16, 2017

The Board of Directors
Gokaldas Exports Limited,
16/2, Residency Road
Bangalore
Karnataka- 560 025

Sub: Fairness opinion on the proposed amalgamation of DeeJay Trading Private Limited ("DTPL"), Glamourwear Apparels Private Limited ("GAPL"), Madhin Trading Private Limited ("MTPL"), Magenta Trading Private Limited ("MGTPL"), Rafter Trading Private Limited ("RTPL"), Rajdin Apparels Private Limited ("RAPL"), Reflexion Trading Private Limited ("RXTPL"), Rishikesh Apparels Private Limited ("RKAPL") and Seven Hills Clothing Private Limited ("SHCPL"), with Gokaldas Exports Limited ("GEL") pursuant to modified scheme of amalgamation consequent to enforcement of section 230 to 232 of the Companies Act, 2013

Dear Sirs,

We refer to the engagement letter dated October 11, 2017 with Karvy Investor Services Limited (hereinafter referred to as "KISL"), wherein GEL has requested us to provide fairness opinion on the scheme of amalgamation in relation to the amalgamation of DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL (collectively known as Transferor companies) with GEL (Transferee company).

1. BACKGROUND OF THE COMPANIES

The Transferor Companies are the wholly owned subsidiaries of the Transferee Company, which owns 100% of the paid up share capital of each of the Transferor Companies by itself and through its nominees. The Transferor Companies and the Transferee Company are engaged in the following business:

1. To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terylene, poly-fibre and/or any other fibrous material.
2. To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.

2. SCOPE AND PURPOSE OF THIS REPORT

- 2.1 We understand that the Board of Directors of DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL and GEL are proposing to amalgamate DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL with GEL under a modified scheme of amalgamation consequent to enforcement of section 230 to 232 of the Companies Act, 2013 (hereinafter referred to as the "Proposed scheme of Amalgamation").
- 2.2 DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL is a wholly owned subsidiary of GEL and GEL along with nominee shareholders hold all the shares issued by DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL. On the amalgamation of DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL with GEL, no shares of GEL shall be issued or allotted in respect of the holding of the GEL in DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL The reason is transferor companies are wholly owned subsidiaries of the Transferee companies so no consideration will be paid nor any shares shall be issued by Transferee company to any person as consideration of or consequent upon amalgamation.
- 2.3 In consideration of the amalgamation, undertaking of the transferor companies i.e (all the assets, estates. Properties, debts, liabilities, duties, obligations, reserves, movable and immovable properties, investment, deposit, advances, shares, securities etc being defined in scheme attached herewith) shall be transferred on appointed date to Transferee company i.e. GEL at book value pursuant to the Modified scheme of Amalgamation, & all the equity share capital of DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL held by GEL along with the nominee shareholders shall stand cancelled.
- 2.4 In this connection, the management of GEL has engaged KISL to submit a report on the fairness of the Proposed scheme of Amalgamation as per the requirements of Securities and Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21 2013 and listing agreement entered by GEL with BSE Limited and the National Stock Exchange of India Limited. Our scope of work includes commenting only on the fairness of the Modified scheme of Amalgamation.
- 2.5 This report is subject to the scope, limitations and disclaimers detailed hereinafter. As such the report is to be read in totality, not in parts and in conjunction with the relevant documents referred to herein. This report has been issued only for the purpose of facilitating the amalgamation of DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL with GEL and should not be used for any other purpose.

3. SOURCES OF INFORMATION

We have relied on the following information for framing our opinion on the fairness of the Proposed scheme of Amalgamation:

- a) Modified Scheme of Amalgamation consequent to enforcement of section 230 to 232 of the Companies Act, 2013 between DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL and GEL.
- b) Audited financials of DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL and GEL for financial years 2013-14, 2014-15 and 2015-16.
- c) Other relevant information regarding DTPL, GAPL, MTPL, MGTP, RTPL, RAPL, RXTPL, RKAPL AND SHCPL and GEL.
- d) Company application to NCLT dated July 11, 2017, Additional Memo, NCLT order dated September 25, 2017

4. RATIONALE AND KEY FEATURES OF PROPOSED SCHEME OF AMALGAMATION

- a. The Transferee Company and the Transferor Companies are into the business of manufacturing and trading in textiles, leather and other apparel products. With an objective of amalgamating the resources of all the Companies, the Company can achieve effective control, increased efficiency, cost effectiveness and increased customer recognition.
- b. The merger would consolidate the business operations, undertaking, assets, liabilities etc., of the Transferor Companies into the Transferee Company, under a single centralized system of management which shall result in the management being able to exercise greater control over the operations of the Companies.
- c. The facilities available with all the Transferor companies could be pooled together and the amalgamated company will be better able to utilise the facilities available as one single unit for the benefit of the Transferee company on a larger scale.
- d. By the proposed amalgamation, the operational costs will be considerably reduced and the management will be able to operate and run the amalgamated company as a single unit more effectively and economically, reducing expenditure considerably and resulting in better turnover and profits.

- e. There will be operational synergy in terms of procurement benefits, common license, and reduction of administration work etc., for the Transferee / amalgamated company.
- f. The amalgamated company will have the benefit of the combined reserves, assets, man-power and cash flows of all the companies. The combined resources of the amalgamated company will enhance its capability to face competition in the market place more effectively.
- g. With the enhanced capabilities and resources at its disposal, the amalgamated company will have greater flexibility to market and meet consumer needs and compete more effectively.
- h. A larger growing company will mean enhanced financial and growth prospects for the people and organizations connected with the company and will be in public interest.

5 LIMITATIONS OF SCOPE AND REVIEW

- 5.1 Our Opinion and analysis is limited to the extent of review of documents as provided to us by GEL and the modified scheme of Amalgamation approved by the Board of Directors of DTPL, GAPL, MTPL, MGTPL, RTPL, RAPL, RXTPL, RKAPL AND SHCPL and GEL.
- 5.2 We have relied upon the accuracy and completeness of all information and documents provided to us, without carrying out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not reviewed any financial forecasts relating to DTPL, GAPL, MTPL, MGTPL, RTPL, RAPL, RXTPL, RKAPL AND SHCPL and GEL. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of DTPL, GAPL, MTPL, MGTPL, RTPL, RAPL, RXTPL, RKAPL AND SHCPL and GEL. In particular, we do not express any opinion as to the value of any asset of DTPL, GAPL, MTPL, MGTPL, RTPL, RAPL, RXTPL, RKAPL AND SHCPL or GEL, its subsidiaries, whether at current prices or in the future.
- 5.3 We do not express any opinion as to the price at which shares of GEL may trade at any time, including subsequent to the date of this opinion. In rendering our opinion, we have assumed, that the modified scheme of Amalgamation will be implemented on the terms described therein, without any waiver or modification of any material terms or conditions, and that in the course of obtaining the necessary regulatory or third party approvals for the Modified scheme of Amalgamation, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on DTPL, GAPL, MTPL, MGTPL, RTPL, RAPL, RXTPL, RKAPL AND SHCPL, GEL and its subsidiaries and respective shareholders.
- 5.4 We do not express any opinion as to any tax or other consequences that might arise from the Modified scheme of Amalgamation on DTPL, GAPL, MTPL, MGTPL, RTPL, RAPL, RXTPL, RKAPL AND SHCPL or GEL or their subsidiaries and their respective shareholders, nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Companies have obtained such advice as it deemed necessary from qualified professionals.
- 5.5 We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof. Our opinion is specific to the amalgamation of DTPL, GAPL, MTPL, MGTPL, RTPL, RAPL, RXTPL, RKAPL AND SHCPL with GEL as contemplated in the Modified scheme of Amalgamation provided to us and is not valid for any other purpose.
- 5.6 We have in the past provided, and may currently or in the future provide, investment banking services to GEL and/or its subsidiaries or their respective affiliates that are unrelated to the modified scheme of Amalgamation, for which services we have received or may receive customary fees. In addition, in the ordinary course of their respective businesses, affiliates of KISL may actively trade in the securities of the GEL or its subsidiaries or group companies or for their own accounts and for the accounts of their customers and, accordingly, may at any time hold a position in such securities. Our engagement and the opinion expressed herein are for the use of the Board of Directors of GEL in connection with the consideration of the modified scheme of Amalgamation and for none other. Neither KISL, nor its affiliates, partners, directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the information and documents provided to us, based on which the opinion has been issued. All such parties and entities expressly disclaim any and all liability for, or based on or relating to any such information contained therein.
- 5.7 Our opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the modified scheme of Amalgamation or any matter related thereto.

6 VALUATION REPORT

In the modified Scheme of Amalgamation, all the equity share capital of DTPL, GAPL, MTPL, MGTPL, RTPL, RAPL, RXTPL, RKAPL AND SHCPL held by GEL along with the nominee shareholders shall stand cancelled and there shall not be any change in the shareholding pattern of GEL.

As per point 4 (b) of SEBI Circular dated CIR/CFD/CMD/16/2015 dated November 30, 2015, 'Valuation Report from an Independent Chartered Accountant' need not be required in cases where there is no change in the shareholding pattern of the listed/resultant company. Based on the above stated points, the Company has not obtained any Valuation Report from an Independent Chartered Accountant for the modified scheme of Amalgamation.

7 OPINION

On the basis of our Scope and Limitations mentioned in this report and considering the Rationale of the Proposed scheme of Amalgamation, the Proposed scheme of Amalgamation of DTPL, GAPL, MTPL, MGTPL, RTPL, RAPL, RXTPL, RKAPL AND SHCPL with GEL, in our opinion is fair.

For Karvy Investor Services Limited

T R Prashanth Kumar
Whole Time Director & CEO

DCS/AMAL/ND/IP/659/2016-17
December 30, 2016

The Company Secretary
GOKALDAS EXPORTS LTD
16/2, Prestige Dot Com, Residency Road,
Bangalore - 560025
Karnataka

Sir/Madam,

Sub: Observation letter regarding the Draft Scheme of Amalgamation between Gokaldas Exports Ltd and Deejay Trading Pvt Ltd, Glamourwear Apparels Pvt Ltd, Madhin Trading Pvt Ltd, Magenta Trading Pvt Ltd, Rafter Trading Pvt Ltd, Rajdin Apparels Pvt Ltd, Reflexion Trading Pvt Ltd, Rishikesh Apparels Pvt Ltd, Seven Hills Clothing Pvt Ltd.

We are in receipt of the Draft Scheme of Amalgamation between Gokaldas Exports Ltd and Deejay Trading Pvt Ltd, Glamourwear Apparels Pvt Ltd, Madhin Trading Pvt Ltd, Magenta Trading Pvt Ltd, Rafter Trading Pvt Ltd, Rajdin Apparels Pvt Ltd, Reflexion Trading Pvt Ltd, Rishikesh Apparels Pvt Ltd, Seven Hills Clothing Pvt Ltd. As required under SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015; SEBI vide its letter dated December 29, 2016 has inter alia given the following comment(s) on the draft scheme of arrangement:

- *"Company shall ensure that additional information, if any, submitted by the company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."*
- *"Company shall duly comply with various provisions of the Circulars."*

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- Copy of the High Court approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- Status of compliance with the Observation Letter/s of the stock exchanges;

..... 2/-

MD

- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Manager

MD



Ref: NSE/LIST/99006

December 30, 2016

The Company Secretary
Gokaldas Exports Limited
Prestige Dot Com, 16/2,
Residency Road,
Bangalore - 560025.

Kind Attn.: Ms. Ramya Kannan

Dear Madam,

Sub: Observation letter for Draft Scheme of Amalgamation of Deejay Trading Private Limited (DTPL), Glamourwear Apparels Private limited (GAPL), Madhin Trading Private Limited (MTPL), Magenta Trading Private Limited (MGTPPL), Rafter Trading Private limited (RTPL), Rajdin Apparels Private limited (RAPL), Reflexion Trading Private limited (RXTPL), Rishikesh Apparels Private Limited (RKAPL), Seven Hills Clothing Private Limited (SHCPL) with Gokaldas Exports Limited (GEL) and Their respective Shareholders and Creditors.

This has reference to Draft Scheme of Amalgamation of Deejay Trading Private Limited (DTPL), Glamourwear Apparels Private limited (GAPL), Madhin Trading Private Limited (MTPL), Magenta Trading Private Limited (MGTPPL), Rafter Trading Private limited (RTPL), Rajdin Apparels Private limited (RAPL), Reflexion Trading Private limited (RXTPL), Rishikesh Apparels Private Limited (RKAPL), Seven Hills Clothing Private Limited (SHCPL) with Gokaldas Exports Limited (GEL) and Their respective Shareholders and Creditors submitted to NSE vide your letter dated October 04, 2016.

Based on our letter reference no. NSE/LIST/90676 submitted to SEBI and pursuant to SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, SEBI has vide letter dated December 29, 2016 has given following comments on the draft Scheme of Arrangement:

“a. The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the Stock Exchanges, from the date of receipt of this letter is displayed on the website of the listed company.

b. The Company shall duly comply with various provisions of the Circular.”

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our “No-objection” in terms of regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the Hon’ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from December 30, 2016, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:



- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme.
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Yours faithfully,
For National Stock Exchange of India Limited

Divya Poojari
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm

gokaldas exports Ltd

BSE Complaints Report from 07.10.2016 to 25.10.2016

Part A

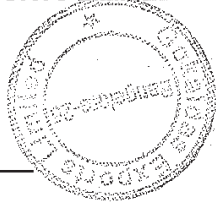
Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)

FOR GOKALDAS EXPORTS LIMITED

Ramya K



Ramya Kannan
Company Secretary



Regd. Office : CIN # L190115 KA 000033475

#16/2, Residency Road, BANGALORE - 560 025 (INDIA)

Telephone : 22223600 - 1- 2, 41272200

Fax No. 01 (980) 22274800, 22277407, E-mail: gsk@gnel.com



Intertek



014

gokaldas exports Ltd

NSE Complaints Report from 01.10.2016 to 25.10.2016

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	1
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	1
4.	Number of complaints resolved	1
5.	Number of complaints pending	0

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	KIRAN	05.10.2016	Resolved

FOR GOKALDAS EXPORTS LIMITED

Ramya Kannan



Ramya Kannan
Company Secretary



Regd. Office : CIN # L1671 DL 0000001
#16/2, Residency Road, BANGALORE - 560 025 (INDIA)
Telephone : 22223600 - 1- 2, 41272200



Intertek



ANNEXURE - H

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GOKALDAS EXPORTS LIMITED BY RESOLUTION BY CIRCULATION PASSED ON OCTOBER 18, 2017 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION ON SHAREHOLDERS, PROMOTER AND NON-PROMOTER SHAREHOLDERS AND KEY MANAGERIAL PERSONNEL

1. Background

The Board of Directors of the Company (the "Board") vide its resolutions dated September 26, 2016 and February 03, 2017 have approved the proposed Scheme of Amalgamation (The Scheme) between DeeJay Trading Private Limited, Glamourwear Apparels Private Limited, Madhin Trading Private Limited, Magenta Trading Private Limited, Rafter Trading Private Limited, Rajdin Apparels Private Limited, Reflexion Trading Private Limited, Rishikesh Apparels Private Limited and Seven Hills Clothing Private Limited (Collectively referred to as "Transferor Companies") with Gokaldas Exports Limited ("Transferee Company").

All the Transferor Companies named above are Wholly Owned Subsidiaries of the Transferee Company, which is the Holding Company.

Subsequent to the board meeting of September 26, 2016, the provisions of Sections 230 – 232 of the Companies Act, 2013 (the "Act") inter alia, governing schemes of compromise and arrangement and amalgamation became operative with effect from December 15, 2016. The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 came into force with effect from 15th December, 2016.

The provisions of Section 232(2)(c) of the Act requires the directors to adopt a report explaining (i) the effect of the arrangement under the Scheme on each class of shareholders (promoter and nonpromoter shareholders) and key managerial personnel; and (ii) laying out in particular the share exchange ratio, specifying any special valuation difficulties.

The Board noted that the Scheme does not contemplate any allotment of shares of the Company.

This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

The Board noted the following documents:

- i) Scheme of Amalgamation duly initialled by the Company Secretary for the purpose of identification;
 - ii) Certificate dated September 21, 2017 from Girish, Murthy & Kumar, the then Statutory Auditors stating that since there is no change in shareholding pattern of the Company pursuant to the Scheme, no valuation process is applicable to the proposed Scheme
 - iii) Fairness Opinion dated October 16, 2017 obtained from Karvy Investor Services Ltd, an Independent Merchant Banker.
 - iv) Reports of the Audit Committee of the Board of Directors of the Company, dated September 26, 2016 and February 3, 2017
2. Effect of the Scheme of Amalgamation on equity shareholders (Promoter and Non-Promoter Shareholders) of the Company:
- i. The Scheme provides for the transfer of the entire business of all the Transferor Companies and vesting thereof in the Company, as a "going concern" and the subsequent dissolution of all the Transferor Companies without being wound-up.
 - ii. The entire share capital of each of the Transferor Companies is held by the Transferee Company, ie, Gokaldas Exports Limited. Hence, upon the Scheme becoming effective, all shares held by the Company in the share capital of each of the Transferor Companies shall stand cancelled. In lieu thereof, no allotment of any new shares or any payment shall be made to any person whatsoever. As there is no issue of shares of the Company pursuant to the Scheme, there would be no change in the pre and post scheme shareholding pattern and capital structure of the Company solely pursuant to the Scheme coming into effect.
 - iii. As far as the equity shareholders are concerned (promoter shareholders as well as non-promoter shareholders), there will be no dilution in their shareholding in the Company.
3. Effect of the Scheme of Amalgamation on Directors and Key Managerial Personnel of the Company:
- i. The Scheme is not expected to have any effect on the Directors and Key Managerial Personnel of the Company. Further, no change in the Board of Directors of the Company is envisaged on account of the Scheme.
 - ii. The directors holding shares of the Company do not have any other interest in the Scheme otherwise than that as shareholders in general. Further, none of the Key Managerial Personnel and relatives of the Directors of the Company is concerned or interested, financial or otherwise in the proposed Scheme. Save as aforesaid, none of the Directors of the Company have any material interest in the proposed Scheme.
4. Valuation:
- Girish, Murthy & Kumar, the then Statutory Auditors of the Company had issued a certificate dated September 21, 2017 stating that since there is no change in shareholding pattern of the Company pursuant to the Scheme, no valuation process is applicable to the proposed Scheme. The Directors also noted Para 4(b) of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 which stated that Valuation Report from an Independent Chartered Accountant need not be required in cases where there is no change in the shareholding pattern of the listed entity/resultant company.
- Therefore, the question of any special valuation difficulties does not arise.

Place: Bengaluru
Date : October 18, 2017
Registered Office:
16/2, Residency Road,
Bengaluru 560 025

Sd/-
P. Ramababu
DIN: 00149649
Chairperson Appointed for the Meeting

ANNEXURE - I

SUPPLEMENTARY ACCOUNTING STATEMENT PURSUANT TO SECTION 232(2)(e) OF THE COMPANIES ACT, 2013

Legend: Deejay Trading Pvt. Ltd.(DTPL),Glamourwear Apparels Pvt. Ltd.(GAPL) , Madhin Trading Pvt. Ltd.(MTPL), Magenta Trading Pvt. Ltd.(MGTP), Rafter Trading Pvt. Ltd.(RTPL), Rajdin Apparels Private Limited("RAPL") , Reflexion Trading Private Limited(" RXTPL") , Rishikesh Apparels Private Limited ("RKAPL"), Seven Hills Clothing Private Limited("SHCPL") (all transferor Companies) and Gokaldas Exports Ltd.("GEL")(Transferee Company)

Summary of Accounting Statement (Unaudited) as on June 30, 2017

(All figures in Rs. In Lakhs)

	DTPL	GAPL	MTPL	MGTP	RTPL	RAPL	RXTPL	RKAPL	SHCPL	GEL
LIABILITIES										
Share Capital(paid up)	2.00	2.00	2.00	2.00	2.00	2.00	1.00	2.00	2.00	1,746.97
Reserves & Surplus	120.07	158.22	81.66	78.22	80.00	213.26	33.63	104.68	331.19	13,819.35
Long Term Provisions	-	-	-	-	-	-	-	-	-	466.66
Short Term Borrowings	-	-	-	-	-	-	-	-	-	32,479.84
Trade payables	10.70	10.08	4.11	29.99	51.98	54.11	37.02	92.59	2.81	9,479.56
Other Current Liabilities	195.84	274.22	146.45	394.20	315.96	330.04	207.59	514.11	1,001.04	5,373.54
Short Term provisions	41.91	134.34	64.22	74.55	94.41	87.68	51.08	139.22	403.98	589.54
TOTAL	370.52	578.86	298.44	578.96	544.35	687.08	330.32	852.61	1,741.01	63,955.46
ASSETS										
Fixed Assets	10.34	13.95	10.09	34.18	114.91	25.21	14.61	54.02	46.23	8,819.25
Non-Current Investments	-	-	-	-	-	-	-	-	-	3,517.02
Deferred Tax	-	-	-	-	-	-	-	-	-	685.15
Long Term Loans & Advances	158.01	220.18	30.83	226.07	120.75	433.02	126.09	398.44	417.55	2,544.43
Other Non-current Assets	-	-	-	-	-	-	-	-	-	753.64
Inventory	-	-	-	-	-	-	41.79	-	-	20,316.35
Trade Receivables	193.11	339.21	239.27	302.26	303.11	214.38	93.98	320.67	1,215.02	4,810.91
Cash & cash equivalents	3.07	4.82	16.34	11.86	1.33	11.83	38.87	67.93	18.93	15,551.96
Short term Loans & Advances	6.00	0.70	1.91	4.60	4.24	2.65	14.99	11.53	43.29	1,071.69
Other Current Assets	-	-	-	-	-	-	-	-	-	5,885.06
TOTAL	370.52	578.86	298.44	578.96	544.35	687.08	330.32	852.61	1,741.01	63,955.46

	DTPL	GAPL	MTPL	MGTP	RTPL	RAPL	RXTPL	RKAPL	SHCPL	GEL
Total Revenue	347.32	478.20	262.09	685.64	635.27	655.00	450.95	958.28	1,837.63	24,939.74
Total Expenses	349.17	479.89	261.00	683.99	631.69	651.07	450.20	964.59	1,837.00	25,785.43
Profit/(Loss) carried to Balance Sheet, after taxes, if any	(1.85)	(1.69)	1.09	1.65	3.58	3.94	0.51	(6.31)	0.63	(845.69)

Note:

1. The unaudited figures furnished above reflect the operations for 3 months period from 1-04-2017 to 30-06-2017.
2. The Audited figures as on March 31, 2016 and the unaudited figures as on December 31, 2016 are contained in the Scheme of Amalgamation.
3. For the Audited financial statements as on March 31, 2017 of all the Transferor Companies and the Transferee Company, please refer to the website of the company at www.gokaldasexports.com

PROMINENT LAND MARK OF THE VENUE:



ROUTE MAP TO THE VENUE OF THE TRIBUNAL CONVENED GENERAL MEETING OF EQUITY SHAREHOLDERS OF THE COMPANY TO BE HELD ON MONDAY, THE 27TH DAY OF NOVEMBER, 2017 AT 2:30 P.M. AT J.N. TATA AUDITORIUM, NATIONAL SCIENCE SYMPOSIUM COMPLEX, NEAR INDIAN INSTITUTE OF SCIENCE, SIR C. V. RAMAN AVENUE, MALLESHWARAM 18TH CROSS, BENGALURU - 560012.



GOKALDAS EXPORTS LIMITED

L18101KA2004PLC033475

Regd. Office : No.16/2, Residency Road, Bengaluru – 560 025

Email: investorcare@gokaldasexports.com | www: gokaldasexports.com

Tel. No. : (080) 41272200 Fax No. (080) 33477491

Before The National Company Law Tribunal, Bengaluru Bench In CA(CAA) NO.54/BB/17

In the matter of the Companies Act, 2013 and in the matter of Sections 230 to 232 of the Companies Act, 2013 and in the matter of DeeJay Trading Private Limited (CIN:U17111KA2003PTC031614)...**Applicant No.1 / Transferor Company No. 1** And Glamourwear Apparels Private Limited (CIN: U18101KA2004PTC034154)..**Applicant No.2 / Transferor Company No. 2** And Madhin Trading Private Limited (CIN: U17111KA2003PTC031643) **Applicant No.3 / Transferor Company No. 3** And Magenta Trading Private Limited (CIN: U17111KA2003PTC031645)..**Applicant No.4 / Transferor company No.4** And Rafter Trading Private Limited (CIN: U17111KA2003PTC031681).. **Applicant No.5 / Transferor Company No. 5** And Rajdin Apparels Private Limited (CIN:U18101KA2004PTC033904)..**Applicant No.6/ Transferor Company No. 6** And Reflexion Trading Private Limited (CIN: U17111KA2003PTC031680)..**Applicant No.7/Transferor Company No. 7** And Rishikesh Apparels Private Limited (CIN: U18101KA2004PTC033760) .. **Applicant No.8 / Transferor Company No. 8** And Seven Hills Clothing Private Limited (CIN: U18101KA2004PTC034162)..**Applicant No.9 / Transferor Company No. 9** (Collectively referred to as Applicants/“Transferor Companies”) WITH Gokaldas Exports Limited (CIN: L18101KA2004PLC033475)..**Applicant No. 10 / “Transferee Company”** and their respective shareholders and creditors

PROXY FORM(MGT-11)

Name of the Company	Gokaldas Exports Limited
CIN	L18101KA2004PLC033475
Registered office	No. 16/2, Residency Road Bengaluru – 560025

Name of the member (s)	
Registered address	
E-mail Id	
Folio No / Client Id	
DP ID	

I/We, being the member (s) holding ----- Equity shares of Gokaldas Exports Limited, hereby appoint:

1. Name of the proxy:	
Address:	
E-mail Id:	
Signature:	

OR Failing him/her

2. Name of the proxy:	
Address:	
E-mail Id:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Tribunal Convened General Meeting of Equity shareholders of Gokaldas Exports Limited to be held on Monday, the 27th day of November, 2017 at 2:30 P.M. at J.N. Tata Auditorium, National Science Symposium Complex, Near Indian Institute of Science, Sir C. V. Raman Avenue, Malleshwaram 18th Cross, Bengaluru – 560012 and at any adjournment(s) thereof in respect of the resolution indicated below:

Resolution No.	Subject matter	Votes	
		For	Against
1.	To approve the Scheme of Amalgamation of Deejay Trading Pvt. Ltd, Glamourwear Apparels Pvt. Ltd, Madhin Trading Pvt. Ltd, Magenta Trading Pvt. Ltd, Rafter Trading Pvt. Ltd, Rajdin Apparels Pvt. Ltd, Reflexion Trading Pvt. Ltd, Rishikesh Apparels Pvt. Ltd and Seven Hills Clothing Pvt. Ltd. (all Transferor Companies) with Gokaldas Exports Ltd.(Transferee Company)		

Signed this ___ day of _____, 2017

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of Gokaldas Exports Ltd.(Transferee Company).
3. For the resolution, explanatory statement and notes, please refer to the notice.



GOKALDAS EXPORTS LIMITED

L18101KA2004PLC033475

Regd. Office : No.16/2, Residency Road, Bengaluru – 560 025

Email: investorcare@gokaldasexports.com | www: gokaldasexports.com

Tel. No. : (080) 41272200 Fax No. (080) 33477491

**Meeting convened by the Hon'ble National Company Law Tribunal, Bengaluru Bench of the equity shareholders
of the company on Monday, November 27, 2017 at 2.30 P.M.**

ATTENDANCE SLIP

Members or their proxies are requested to present this form for the admission, duly signed in accordance with their specimen signatures registered with the Company.

Name and address of the Shareholder/Proxy/Authorised Representative	
Registered folio No./DP ID No./ Client ID No.	
Number of shares held	

I/we hereby record my/our presence at the meeting of the Equity Shareholders of Gokaldas Exports Limited convened pursuant to the Order dated September 25, 2017 of the National Company Law Tribunal, Bengaluru Bench at J.N. Tata Auditorium, National Science Symposium Complex, Near Indian Institute of Science, Sir C. V. Raman Avenue, Malleshwaram 18th Cross, Bengaluru – 560012 on Monday, the 27th day of November, 2017 at 2:30 p.m.

Please (✓) in the box

Member

Proxy

Signature of Shareholder/Proxy

Notes:

1. Only Member(s)/Proxy holder(s) can attend the meeting.
2. This Attendance Slip should be completed, duly signed and handed over at the entrance of the Meeting Hall.
3. A Member/Proxy holder attending the meeting should bring copy of the notice for reference at the meeting.



GOKALDAS EXPORTS LIMITED

L18101KA2004PLC033475

Regd. Office : No.16/2, Residency Road, Bengaluru – 560 025

Email: investorcare@gokaldasexports.com | www: gokaldasexports.com

Tel. No. : (080) 41272200 Fax No. (080) 33477491

POSTAL BALLOT FORM

Sl. No. BAL. NO

1. Name and Registered Address of the :
Sole/ First Named Member (In block letters)
2. Name(s) of Joint Holder(s), if any :
3. Registered Folio No./*DP ID No./Client ID No. :
(*Applicable to investors holding shares in dematerialized form)
4. Number of shares held
5. Remote E-voting Event Number
6. User ID
7. Password

I/we hereby exercise my/our vote in respect of resolution enumerated below by recording my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	No. of shares held	FOR	AGAINST
		I/We assent to the resolution	I/We dissent to the resolution
Approval of Scheme of Amalgamation of Deejay Trading Pvt. Ltd, Glamourwear Apparels Pvt. Ltd, Madhin Trading Pvt. Ltd, Magenta Trading Pvt. Ltd, Rafter Trading Pvt. Ltd, Rajdin Apparels Pvt. Ltd, Reflexion Trading Pvt. Ltd, Rishikesh Apparels Pvt. Ltd and Seven Hills Clothing Pvt. Ltd. (all Transferor Companies) with Gokaldas Exports Ltd. (Transferee Company)			

Place:

Date:

(Signature of the shareholder)

Important Note:

Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self addressed Business Reply Envelope. Last date for receipt of this Postal Ballot Form by the Scrutinizer is November 26, 2017.

ELECTRONIC VOTING PARTICULARS (Please visit <http://evoting.karvy.com> to cast your vote online)

EVENT (e-Voting Event Number)	USER ID	PASSWORD
EVENT_NO	USER_ID	PWD

IMPORTANT INSTRUCTIONS

1. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on October 13, 2017, i.e. the cut-off date for dispatch of Postal Ballot Notice.
2. In case of shares held by Companies, Institutional Members (FPIs/ Foreign Institutional Investors / Trust / Mutual Funds / Banks etc.), duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution / Other Authority Letter together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
3. A Member cannot exercise his / her vote through proxy on postal ballot.
4. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. D. Nagendra Rao, Practicing Company Secretary (Certificate of Practice No.7731) in the enclosed self addressed postage prepaid envelope. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if deposited in person or if sent by Courier or Registered / Speed post at the expense of the Shareholder will also be accepted.
5. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on November 26, 2017, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the member.
6. A Postal Ballot Form shall be considered invalid if:
 - (a) A form other than one issued by the company has been used;
 - (b) It has not been signed by or on behalf of the member;
 - (c) Signature on the Postal Ballot Form doesn't match the specimen signatures with the company;
 - (d) It is not possible to determine without any doubt the assent or dissent of the member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the member;
 - (g) The envelope containing the Postal Ballot Form is received after 5.00 p.m. on the last date of voting i.e. November 26, 2017;
 - (h) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified true copy of the relevant specific authority;
 - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
7. Member(s) can opt only for one mode of voting. If a member has opted for e-voting, then he / she should not vote by Postal Ballot and vice-versa. However, in case members cast their vote both via Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid, notwithstanding whichever is cast first.
8. The self-addressed postage prepaid envelope bears the name and address of the Scrutinizer appointed by the Board.
9. Postal Ballot Form should be completed and signed by the member(as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
10. The consent must be accorded by placing a tick mark in the column "I/We assent to the resolution"(FOR) or dissent must be accorded by placing a tick mark in the column " I/We dissent to the resolution."(AGAINST). Postal Ballot Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all his/her votes nor does he or she need to cast his/her vote in the same way.
11. A member may request for a duplicate Postal Ballot Form from the Registrar and Share Transfer Agent, Unit: Gokaldas Exports Limited Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad 500032 or from the Company at its Registered Office or download the same from the Company's website at www.gokaldasexports.com . However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. on or before 5:00 p.m. on November 26, 2017.
12. Members are requested not to send any other paper along with the Postal Ballot Form, as all such forms will be sent to the Scrutinizer and any extraneous paper found would be destroyed by the Scrutinizer.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
14. The result of voting on the resolution will be declared on or before November 28, 2017 at the registered office of the company and will also be displayed on the website of the Company (www.gokaldasexports.com) besides being communicated to BSE Ltd., NSE Ltd., Registrar and Share Transfer Agents.