



GOKALDAS EXPORTS LIMITED

Regd. Office : No. 70, Mission Road, Bangalore – 560 027

Notice

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of Gokaldas Exports Limited will be held at Grand Ball Room, Hotel Grand Ashok, Kumara Krupa High Grounds, Bangalore -560 001 at 10.30 AM on Friday, the August 17, 2007 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2007 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors' and the Auditors' thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Pradip P Shah, Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri K P Kumar, Director, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. Pricewaterhouse (RSM & Co., was merged with M/s. Pricewaterhouse) and M/s. Girish Murthy & Kumar, Chartered Accountants as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider, and if thought fit, to pass with or without modification, the following resolution, as a Special Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or reenactments thereof for the time being in force and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Shri Vivek M Hinduja, son of Shri Madanlal J Hinduja, who is Chairman & Managing Director of the Company, as Chief Operating Officer (COO) – Marketing of the Company to hold an office of profit from December 01, 2006 till November 30, 2011 at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month with normal increment as per the general policy of the Company as applicable to the other employees in his grade”.
7. To consider, and if thought fit, to pass with or without modification, the following resolution, as a Special Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or reenactments thereof for the time being in force and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded to the appointment of Shri Ashwin R Hinduja son of Shri Rajendra J Hinduja, who is Executive Director of the Company, as Chief Operating Officer (COO) – Production of the Company to hold an office of profit from December 01, 2006 till November 30, 2011 at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month with normal increment as per the general policy of the Company as applicable to the other employees in his grade”.

By Order of the Board of Directors

Place: Bangalore
Date : May 24, 2007

K B Shyam Kumar
Company Secretary

Notes:

- 1] Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, setting out the material facts in respect of special business for Item Nos. 6 and 7 are annexed hereto.
- 2] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 3] Members / Shareholders are requested to bring the duly filled in attendance slip sent herewith and produce at the registration counters for admission to the Meeting Hall.
- 4] As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
- 5] In case you have any query relating to the enclosed Annual Accounts, you are requested to send the same to the Company Secretary at the Registered Office of the Company atleast 10 days before the date of the Annual General Meeting so as to enable the management to keep the information ready.

- 6] The Register of Members and the Share Transfer Books of the Company will remain closed from August 10, 2007 to August 17, 2007 (both days inclusive) for the purpose of payment of dividend.
- 7] The dividend, as recommended by the Board, if declared at the Annual General Meeting, will be paid on or after August 25, 2007 to those members whose names stand registered on the Company's Register of Members:
 - a) as Beneficial Owners as at the end of business hours on August 09, 2007 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form.
 - b) as Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before August 09, 2007.
- 8) Members who wish to avail ECS (Electronic Clearing Services) facility for crediting the dividend, after approval by the members in the AGM, may submit the bank particulars to the Depository Participant on or before August 09, 2007.
- 9) Members are requested to intimate, indicating their DP ID/Client ID, the changes, if any, in their registered addresses, either to their respective Depository Participant (DP) in case the shares are held in demat form.
- 10) Members holding shares in physical form can avail of the nomination facility by filing Form 2B (in duplicate) with the Company or its Registrar & Share Transfer Agents which will be made available on request and in case of shares held in demat form, the nomination has to be lodged with their Depository Participant.
- 11) The particulars of Directors retiring by rotation are given in the Directors' Report of this Annual Report.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the Special Business to be transacted:

Item No. 6

Based on the recommendations of the Board of Directors, the Members of the Company at their meeting held on 8th December 2004 had appointed Shri Vivek M Hinduja as Chief Operating Officer (Marketing). The term was expired on November 30, 2006. The management has recommended to the Board to renew the contract. The Board referred the recommendation of the Management to the Selection Committee, comprising of majority of independent directors. The Selection Committee has reviewed in its meeting held on October 28, 2006 and recommended to the Board for re-appointment of Shri. Vivek M Hinduja as Chief Operating Officer – Marketing.

The Board considered the recommendations of the management and the Selection Committee at its meeting held on October 28, 2006 and approved his appointment, subject to the approval of the Shareholders and the Central Government.

In view of rich experience and contribution made by Shri Vivek M Hinduja to the Company for the past several years, the Board recommends the appointment of Shri Vivek M Hinduja as Chief Operating Officer – Marketing for a period of five years commencing from December 01, 2006 at a salary of Rs. 2,50,000/- per month with normal increment based on his performance as per the Company's policy as applicable to the other employees in his grade.

None of the Directors, excepting Shri Madanlal J Hinduja, Shri Rajendra J Hinduja and Shri Dinesh J Hinduja, are in any way, concerned or interested in the said resolution.

Your Board commends the Special resolution for your approval.

Item No. 7

Based on the recommendations of the Board of Directors, the Members of the Company at their meeting held on 8th December 2004 had appointed Shri Ashwin R Hinduja as Chief Operating Officer (Production). The term was expired on November 30, 2006. The management has recommended to the Board to renew the contract. The Board referred the recommendation of the Management to the Selection Committee, comprising of majority of independent directors. The Selection Committee has reviewed in its meeting held on October 28, 2006 and recommended to the Board for re-appointment of Shri. Ashwin R Hinduja as Chief Operating Officer – Production.

The Board considered the recommendations of the management and the Selection Committee at its meeting held on October 28, 2006 and approved his appointment, subject to the approval of the Shareholders and the Central Government.

In view of rich experience and contribution made by Shri Ashwin R Hinduja to the Company for the past several years, the Board recommends the appointment of Shri Ashwin R Hinduja as Chief Operating Officer – Production for a period of five years commencing from December 01, 2006 at a salary of Rs. 2,50,000/- per month with normal increment based on his performance as per the Company's policy as applicable to the other employees in his grade.

None of the Directors, excepting Shri Rajendra J Hinduja, Shri Madanlal J Hinduja and Shri Dinesh J Hinduja, are in any way, concerned or interested in the said resolution.

Your Board commends the Special resolution for your approval.

By Order of the Board of Directors

Place: Bangalore
Date : May 24, 2007

K B Shyam Kumar
Company Secretary



GOKALDAS EXPORTS LIMITED

Regd. Office : No: 70, Mission Road, Bangalore – 560 027

PROXY FORM

Reg. Folio No.

No. of Shares

Client ID No.

DP ID No.

I/We.....
of.....being Member/s of Gokaldas Exports Limited
hereby appointor failing
him/her.....of.....
as my/ our proxy to vote for me/ us on my/ our behalf at the 4th Annual General Meeting of the Company to be held at
10.30 a.m. on Friday, the August 17, 2007 at Grant Ball Room, Hotel Grand Ashok, Kumara Krupa Road, High Grounds,
Bangalore -560 001, and at any adjournment thereof.

Signed this day of2007.

Affix
Re. 1/-
Revenue
Stamp

Note :

- 1. This form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.



GOKALDAS EXPORTS LIMITED

Regd. Office : No: 70, Mission Road, Bangalore – 560 027

ATTENDANCE SLIP

Reg. Folio No.

No. of Shares

Client ID No.

DP ID No.

I / We, certify that I / We, am / are a Member / Proxy for the Member of the Company.

I / We hereby record my / our presence at the 4th Annual General Meeting to be held at 10.30 a.m. on Friday, the
August 17, 2007 at Grand Ball Room, Hotel Grand Ashok, Kumara Krupa Road, High Grounds, Bangalore -560 001.

.....
Shareholder's/ Proxy's name in block letters

.....
Signature of Shareholder/ Proxy

Note :

- 1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
- 2. Members are requested to bring their copies of the Annual Report to the meeting.