



NOTICE OF MEETING

NOTICE is hereby given that the **25th ANNUAL GENERAL MEETING** of the Members of **GUJARAT INJECT KERELE LIMITED** will be held at the Registered Office of the Company at Tejas 18/433, Sudevan Colony Pampampallam Palakkad - 678 625 on Friday, September 30, 2016 at 4:00 P.M. to transact the following businesses:

ORDINARY BUSINESSES:-

1. To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2016 together with the reports of the Board of Directors' and the Auditors' thereon and
2. To appoint Ms. Ila Y. Mankodi (DIN: 02457522), Whole-time Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:-

3. **Appointment of S. Mandawat & Co., Chartered Accountants, Ahmedabad [FRN: 118330W] in place of M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Thrissur, who has resigned, for a period of Five years term and to fix their remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded for the appointment of S. Mandawat & Co., Chartered Accountants, Ahmedabad [FRN: 118330W] as Statutory Auditors of the Company, in place of M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Thrissur, who have tendered their resignation, and that they shall be responsible to carry out statutory audit of the Company for a period of five years term subject to ratification in general meeting at the remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors.

4. **Appointment of Ms. Reena Mahatma as Director of the Company.**

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Reena Mahatma (DIN: 02846012), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th September, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying her intention to propose Ms. Reena Mahatma (DIN: 02846012) as a candidate for the office of a Director of the Company, be and is hereby appointed as a Non- Independent Director of the Company, liable to retire by rotation.

5. **Appointment of Mr. Murli Nair as a Director of Company**

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



Gujarat Inject (Kerala) Ltd.

CIN: L24231KL1991PLC005926

"RESOLVED THAT, pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Murlishivshankaran Nair (DIN: 02243039), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th September, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Murlishivshankaran Nair (DIN: 02243039) as a candidate for the office of a Director of the Company, be and is hereby appointed as a Non-Independent Director of the Company, liable to retire by rotation."

6. Appointment of Mr. Gautam Chauhan as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gautam Chauhan (DIN: 00044034), who was appointed as an Additional Independent Director of the Company in terms of Section 161 of the Act and whose term of office expires as on this Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e. up to March 03, 2021."

7. Appointment of Mr. Narayansinh Chauhan as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Narayansinh Chauhan (DIN: 07424417), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and whose term of office expires as on this Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e. up to March 03, 2021."

Registered Office

Tejas
8/433, Sudevan Colony,
Pampampallam,
Palakkad - 678 625

PLACE: Palakkad

DATE: September 05, 2016

By Order of the Board
For, Gujarat Inject Kerala Limited


Dwipa Mankodi
Director
DIN: 00396960



Gujarat Insect (Kerala) Ltd.

CIN: L24231KL1991PLC005926

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses covered under Item No. 4 to 8 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment/ appointment as Director under Item Nos. 5 to 8 of the Notice, are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.

A person can act as 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 Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

3. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive) and same will be re-opened from Saturday, October 1, 2016 onwards.
7. The route map showing directions to reach the venue of the twenty-fifth AGM is uploaded on the website of the Company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's



Gujarat Inject (Kerala) Ltd.

CIN: L24231KL1991PLC005926

Registrars and Transfer Agents, M/s. Big Share Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Big Share Services Private Limited.

10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Big Share Services Private Limited.
11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact M/s. Big Share Services Private Limited for assistance in this regard.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to M/s. Big Share Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the M/s. Big Share Services Private Limited. Members holding shares in physical form may submit the same to M/s. Big Share Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and M/s. Big Share Services Private Limited to enable us to send you the communications via email.
15. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.gujaratinject.com.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
17. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
18. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

In the previous Annual General Meeting held on September 30, 2015, the Members of the Company had appointed M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, as a Statutory Auditors of the Company. However, M/s. Krishnamoorthy & Krishnamoorthy have tendered their resignation showing their unwillingness to act as Statutory Auditors of the Company.

The resignation of auditor is considered to appoint new Statutory Auditor in place of M/s. Krishnamoorthy & Krishnamoorthy.

The Company has approached M/s. S. Mandawat & Co., Chartered Accountants, Ahmedabad for acting as Statutory Auditor of the Company. Accordingly, M/s. S. Mandawat & Co., Chartered Accountants, Ahmedabad has shown their willingness to act as a Statutory Auditor of the Company and gave their eligibility certificate under Section 141 of the Companies Act, 2013.

Accordingly, the Board of the Directors in their meeting held on May 16, 2016 has appointed M/s. S. Mandawat & Co., Chartered Accountants, Ahmedabad as the Statutory Auditors of the Company for the terms of Five years in place of M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Thrissur. Therefore the Board of Directors of the Company recommends Resolution proposed in item no. 3 for appointment of M/s. S. Mandawat & Co., Chartered Accountants, Ahmedabad as the Statutory Auditors of the Company for the terms of Five Years.

Further, the Board of Directors on recommendation of the Audit Committee has recommended the appointment of M/s. S. Mandawat & Co., Chartered Accountants, Ahmedabad as Statutory Auditor of the Company to hold office from conclusion of ensuing Annual General Meeting till the conclusion of 30th Annual General Meeting, subject to ratification by the Members at the every subsequent Annual General meeting of the Company held after ensuing Annual General Meeting. Accordingly, the Board has proposed their appointment and recommends Resolution proposed in Item no. 3 for members approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 3.

Item No. 4

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company has appointed Ms. Reena Mahatma as an Additional Director with effect from September 30, 2016.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Ms. Reena Mahatma holds office upto the date of ensuing Annual General Meeting of the Company. A notice has been received from a Member of the Company along with deposit of requisite amount of Rs. 1,00,000 under Section 160 of the Companies Act, 2013 proposing her candidature for appointment as a Director of the Company.

Ms. Reena Mahatma is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as a Director of the Company and she shall be liable to retire by rotation.



Gujarat Inject (Kerala) Ltd.

CIN: L24231KL1991PLC005926

Ms.Reena Mahatma possesses appropriate skills, experience and knowledge in the field of Finance. Brief resume of Ms.Reena Mahatma, nature of his expertise in specific functional areas and names of the Companies in which she holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

In the opinion of the Board, Ms.Reena Mahatma fulfills the conditions specified in the Act and rules made thereunder for her appointment as a Director of the Company.

Keeping in view of her experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms.Reena Mahatma as a Director.

Save and except Ms.Reena Mahatma and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

Item No. 5

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company has appointed Mr.Murli Nair as an Additional Director with effect from September 30, 2016.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr.Murli Nair holds office upto the date of ensuing Annual General Meeting of the Company. A notice has been received from a Member of the Company along with deposit of requisite amount of Rs. 1,00,000 under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

Mr.Murli Nair is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director and he shall be liable to retire by rotation.

Mr.Murli Nair possesses appropriate skills, experience and knowledge in the field of Marketing. Brief resume of Mr.Murli Nair, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

In the opinion of the Board, Mr.Murli Nair fulfills the conditions specified in the Act and rules made thereunder for his appointment as a Director of the Company.

Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr.Murli Nair as a Director.

Save and except Mr.Murli Nair and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 5.

Item No. 6

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company has appointed Mr.Gautam Chauhan as an Additional Director with effect from March 4, 2016. Mr.Gautam Chauhan is an Independent Director on the Board of the Company.



Gujarat Inject (Kerala) Ltd.

CIN: L24231KL1991PLC005926

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Gautam Chauhan holds office upto the date of ensuing Annual General Meeting of the Company. A notice has been received from a Member of the Company along with deposit of requisite amount of Rs. 1,00,000 under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as an Independent Director of the Company.

Mr. Gautam Chauhan is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as an Independent Director. Section 149 of the Act, inter alia, stipulates the criteria of independence. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Gautam Chauhan that he meets with criteria of independence as prescribed under section 149 of the Companies Act, 2013. Mr. Gautam Chauhan possesses appropriate skills, experience and knowledge in the field of Accounts. Brief resume of Mr. Gautam Chauhan, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

In the opinion of the Board, Mr. Gautam Chauhan fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Gautam Chauhan as an Independent Director.

Save and except Mr. Gautam Chauhan and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 6.

Item No. 7

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company has appointed Mr. Narayansinh Chauhan as an Additional Director with effect from March 11, 2016. Mr. Narayansinh Chauhan is an Independent Director on the Board of the Company.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Narayansinh Chauhan holds office upto the date of ensuing Annual General Meeting of the Company. A notice has been received from a Member of the Company along with deposit of requisite amount of Rs. 1,00,000 under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as an Independent Director of the Company.

Mr. Narayansinh Chauhan is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as an Independent Director. Section 149 of the Act, inter alia, stipulates the criteria of independence. As per the provisions of the said section, an Independent Director can hold office for a term up to five consecutive years on the Board of a Company and he shall not be included in determining the total number of Directors liable to retire by rotation.

The Company has received a declaration from Mr. Narayansinh Chauhan that he meets with criteria of independence as prescribed under section 149 of the Companies Act, 2013. Mr. Narayansinh Chauhan possesses appropriate skills, experience and knowledge in the field of Law and Administration. Brief resume of Mr. Narayansinh Chauhan, nature of his expertise in specific functional areas and names of the Companies in



Gujarat Insect (Kerala) Ltd.

CIN: L24231KL1991PLC005926

which he holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

In the opinion of the Board, Mr.NarayansinhChauhan fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr.NarayansinhChauhan as an Independent Director.

Save and except Mr.NarayansinhChauhan and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 7.

Registered Office

Tejas
8/433, Sudevan Colony,
Pampampallam,
Palakkad - 678 625

By Order of the Board
For, Gujarat Insect Kerala Limited

Dwipa Mankodi
Director
DIN: 00396960

PLACE: Vadodara

DATE: September 05, 2016



Gujarat Insect (Kerala) Ltd.

CIN: L24231KL1991PLC005926

ANNEXURE TO THE NOTICE

Details of Directors Seeking appointment / re-appointment in this Annual General Meeting:

Name of Director	Ms. Reena Mahatma	Mr. Murli Nair	Mr. Narayansinh Chauhan	Mr. Gautam Chauhan
Date of Birth	20/10/1983	16/04/1969	10/07/1945	27/05/1981
Date of Appointment	30/09/2015	30/09/2015	04/03/2016	04/03/2016
Qualifications	Bachelor of Commerce	L.L.B. CS Final	LL.M. (Master of Law)	Bachelor of Commerce
Expertise in Specific Functional Areas	Finance	Management	Law and Administration	Accounts
List of Public Limited Companies in which Directorships held	Galaxy Consolidated Finance Limited		1. Wynad Estate and Industries Ltd.; 2. Gujarat Insect Kerala Ltd.	
Shareholding in the Company	1,77,182	70,000	Nil	Nil

