

NOTICE OF MEETING

NOTICE is hereby given that the **26th ANNUAL GENERAL MEETING** of the Members of **GUJARAT INJECT KERELA LIMITED** will be held at the Registered Office of the Company at Bldg No. XVII/1103 at Sarayu Arcade Satrapadi, Kanjikode, Palakkad – 678621 on Friday, 29th September, 2017 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 31st March, 2017 together with the reports of the Board of Directors' and the Auditors' thereon and
2. To appoint Ms. Dwipa Mankodi (DIN: 00396960), Whole-time Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.
3. Ratification of Appointment of Statutory Auditor and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), if any, 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 and the rules made there under, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company hereby ratifies the appointment of M/s. S. Mandawat & Co., Chartered Accountants (Firm Registration No. 118330W) as Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting to be held in the year 2018, on a remuneration as may be agreed upon by the Board of Directors and the Auditors, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

Registered Office
Bldg No. XVII/1103
Sarayu Arcade Satrapadi,
Kanjikode,
Palakkad – 678621

By Order of the Board
For, Gujarat Inject Kerela Limited

Dwipa Mankodi
Chairman and Director
DIN: 00396960

PLACE: Palakkad
DATE: 4th September, 2017

Notes:

1. There has been no Special Business, therefore there is no requirement to provide Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act").
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, 16th September, 2017 to Monday, 25th September, 2017 (both days inclusive) and same will be re-opened from Tuesday, 26th September, 2017 onwards.
7. The route map showing directions to reach the venue of the 31st AGM is provided at the end of the Annual Report 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 Physical 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 the Company, which will help the Company to provide efficient and better services.
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 physical form can submit their PAN details to the Company.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, 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.
12. 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 Company. Members holding shares in physical form may submit the same to the Company
13. 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 the Company to enable us to send you the communications via email.
14. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, 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.
15. 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.
16. 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.

17. 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.

All documents proposed for approval, if any, in the above Notice and documents specifically in the Explanatory Statement are open for inspection at the Registered office of the Company between 10.00 a.m. and 12.00 Noon on all working days (except Saturdays, Sundays and Holidays) up to the date of 31st Annual General Meeting.

18. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Tuesday, 26th September, 2017 (9:00 a.m.) and ends on Thursday, 28th September, 2017 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 15th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz; "Gujarat Inject remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder – Login.
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "REVEN" of Gujarat Inject Kerala Limited.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to gikl2015@hotmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
 - i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

| | |
|---|----------------|
| REVEN (Remote e-voting Event Number) | USER ID |
| PASSWORD/PIN | |
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - VIII. 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).
 - IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of i.e. Friday, 22nd September, 2017.
 - X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Friday, 22nd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 - XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - XII. Mr. Anand Lavingia, Practicing Company Secretary (COP No. 11410) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- All documents proposed for approval, if any, in the above Notice and documents specifically in the Explanatory Statement are open for inspection at the Registered office of the Company between 10.00 a.m. and 12.00 Noon on all working days (except Saturdays, Sundays and Holidays) up to the date of Annual General Meeting.

Your Directors have pleasure in submitting their 26th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

| PARTICULARS | Particulars for Year ended (Amount in ₹) | |
|--|---|---|
| | Current Year 31 st March, 2017 | Previous Year 31 st March, 2016 |
| Net Sales /Income from Business Operations | --- | 1.66 |
| Other Income | 156.79 | -- |
| Total Income | 156.79 | 1.66 |
| Less Interest | | -- |
| Profit before Depreciation | 1.11 | 0.06 |
| Less Depreciation | -- | -- |
| Profit after depreciation and Interest | 1.11 | 0.06 |
| Less Current Income Tax | 0.37 | -- |
| Less Previous year adjustment of Income Tax , | -- | 0.02 |
| Less Deferred Tax | -- | -- |
| Add Extra Ordinary item | -- | -- |
| Net Profit after Tax | 0.74 | 0.04 |
| Dividend (including Interim if any and final) | -- | -- |
| Net Profit after dividend and Tax | 0.74 | 0.04 |
| Amount transferred to General Reserve | -- | -- |
| Balance carried to Balance Sheet | 0.74 | 0.04 |

2. REVIEW OF BUSINESS OPERATION

Revenue from operations for FY 2016-17 was Rs. 156.79 Lakhs compared to the Revenue from operations of Rs. 1.66 Lakhs of previous year. The Company has incurred Profit before tax for the financial year 2016-17 of Rs. 1.11 Lakhs as against profit before tax of Rs. 0.06 Lakhs of previous year Profit after Tax for the financial year 2016-17 of Rs. 0.74 Lakhs as against Net Loss after profit of Rs. 0.04 Lakhs of Previous year.

3. DIVIDEND

As from the current year company start its activities and generate revenue of Rs. 166,250/- which is invested in business. Hence company did not announce dividend and directors are regret for the same.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

6. DISCLOSURE UNDER SECTION 197 (12) AND RULES 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The requisite details relating to ratio of remuneration, percentage increase in remuneration etc. as stipulated under the above rules are annexed at “Annexure - D” to this report.

7. PARTICULARS OF EMPLOYEES

The Company has not paid any remuneration to any Director of the Company. Hence, details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company.

The details as required under section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 is not applicable as there is no such employee in the Company employed throughout the financial year with salary above Rs. 1.02 Lakhs p.a. or employed part of the financial year with average salary above Rs. 8.5 Lakhs per month.

Further, there is no employee employed throughout Financial year or part thereof, was in receipt of remuneration of in aggregate is in excess of that drawn by the Managing Director or Whole time Director or Manager and holds by himself or along with his spouse and dependent children, not less than Two percent (2%) of the Equity Shares of the Company.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As Company did not carry out commercial activities for the year under review as well as previous year, information in respect of Section 134 (m) of Companies Act, 2013 is not applicable.

9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

10. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Considering the present profit and other requirements the CSR is not applicable to the company and hence company with that into consideration has not constituted CSR Committee and also has not adopted CSR policy.

11. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board' functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc

The Directors expressed their satisfaction with the evaluation process

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

14. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

Observation from secretarial auditor

The company secretary has given certain qualifications / adverse remarks in their report mainly in respect;

During the period under review the Company has complied with the provisions of the Companies Act, 2013, Rules made thereunder, Regulations, guidelines etc. mentioned above except;

- *As per the information provided by the Company, the Company is in the process of Appointing Internal Auditors as per Section 138 of the Companies Act, 2013 and Rules made thereunder and Managing Director / Whole-time Director and Chief Financial Officer in the Company as per Section 203 of the Companies Act, 2013 and Rules made thereunder. Though during the period under reviewed the Company has not appointed internal auditors and above key managerial personnel;*
 - *The Company has failed to regularize the Additional Directors appointed by the board in the Annual General Meeting.*
 - *As per inform provided by the Company, the Company has filed MGT-14 for appointment of Whole time Director and approval of Directors' Report and Annual Accounts on different dates*
-
-

and MGT-7 i.e. Annual Return for the F.Y. 2015-16 but it is not available on MCA portal and Challan of same not available to my inspection.

Further, the Company has complied various Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mentioned above except;

- *Non-Compliance of Regulation 30(12) and Regulation 30(2) of SEBI(Listing Obligations and Disclosures Requirements) Regulations 2015 for Intimation to Stock Exchange regarding Date, Day and time of Annual General Meeting and closure of Register of Members and Share transfer books for the purpose of Annual General Meeting And for intimation to Stock Exchange regarding resignation of Company Secretary of the Company respectively;*
- *Delayed in filing of few Compliances as per SEBI (Listing Obligations and Disclosures) Regulations, 2015 for the Quarter ended December, 2016 and March, 2017.*
- *As per section 108 of the Companies Act, 2013 the Company has not provided E-voting facility in the Annual General Meeting of the Company held on 30-09-2016.*

15. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **Annexure 'B'** and is attached to this report

16. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure 'A'** and is attached to this Report.

17. BOARD MEETINGS / COMMITTEE MEETINGS:

Board Meeting

5 (Five) Board meetings were held in the financial year 2016-17 and the gap between two Board meetings did not exceed 120 days. The same were held on 20th April, 2016, 13th August 2016, 5th September, 2016, 14th November, 2016 and 13th February, 2017.

The record of attendance of Directors:

| Name of the Directors | No. of Meeting held | Board Meetings Attended During 2016-17 |
|-------------------------------------|---------------------|--|
| Ms. Dwipa Mankodi | 5 | 5 |
| Smt. Ila Yogesh Mankodi | 5 | 5 |
| Mr. Murli Shivshankaran Nair | 5 | 5 |
| Ms. Reena Mahatma | 5 | 5 |
| Mr. Narayansinh Pabudansinh Chauhan | 5 | 5 |
| Mr. Gautam Keshavlal Chauhan | 5 | 5 |

Audit Committee

4 (Four) Audit Committee meetings held during the financial year 2016-17. The same were held on 20th April, 2016, 13th August 2016, 5th September, 2016, 14th November, 2016 and 13th February, 2017.

The composition of the Audit Committee is as under:

| Name of the Member | Chairman / Member | No. of Meeting held | Meetings Attended During 2016-17 |
|-------------------------------------|-------------------|---------------------|----------------------------------|
| Ms. Dwipa Mankodi | Member | 4 | 4 |
| Mr. Gautam Keshavlal Chauhan | Chairman | 4 | 4 |
| Mr. Narayansinh Pabudansinh Chauhan | Member | 4 | 4 |

The Board has accepted all recommendations of audit committee.

Nomination and Remuneration Committee

2(Two) Nomination and Remuneration committee meetings held during the Financial Year 2016-17. The same were held on 5th September, 2016 and 13th February, 2017.

The composition of the Nomination and Remuneration Committee is as under:

| Name of the Member | Chairman / Member | No. of Meeting held | Meetings Attended During 2016-17 |
|-------------------------------------|-------------------|---------------------|----------------------------------|
| Ms. Dwipa Mankodi | Member | 2 | 2 |
| Mr. Gautam Keshavlal Chauhan | Chairman | -- | -- |
| Mr. Narayansinh Pabudansinh Chauhan | Member | -- | -- |