

# GUJARAT INJECT (KERALA) LIMITED

CIN: L24231KL1991PLC005926

Regd Office: Bldg No. XVII/1103 at Sarayu Arcade Satrapadi, Kanjikode, Palakkad - 678 621

Administrative Office: SB-06, Paradise Complex, Opp. M.S. University, Sayajiganj, Vadodara - 390 005

Phones: 09898593314, 09712193314

E-Mail: [murlisnair9032@gmail.com](mailto:murlisnair9032@gmail.com), [admin@gikl.com](mailto:admin@gikl.com), Website: [www.gujaratinject.com](http://www.gujaratinject.com)

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Date: 6<sup>th</sup> March, 2020

To,  
BSE Limited  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai - 400 001

Dear Sir/Madam,

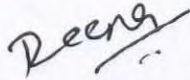
**Sub: Annual Report 2018-19**  
**Ref: Security Id: GUJINJEC / Code: 524238**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2018-19 for the 28<sup>th</sup> Annual General Meeting of the Company held on Monday, 30<sup>th</sup> September, 2019 at 1:00 P.M. at the Registered Office of the Company.

Kindly take the same on your record and oblige us.

Thanking You,

For, Gujarat Inject Kerala Limited



**Reena Mahatma**  
**Director**  
**DIN: 02846012**



**GUJARAT INJECT KERALA LIMITED**

**28<sup>TH</sup> ANNUAL REPORT**

**2018-19**

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***Company Information***

<b><u>Board of Directors</u></b>	1. Murli Nair	Whole-time Director
	2. Reena Mahatma	Non-Executive Director
	3. Narayansinh Chauhan	Non-Executive & Independent Director
	4. Gautam Chauhan	Non-Executive & Independent Director
<b><u>Audit Committee</u></b>	1. Narayansinh Chauhan	Chairman
	2. Murli Nair	Member
	3. Gautam Chauhan	Member
<b><u>Nomination and Remuneration Committee</u></b>	1. Narayansinh Chauhan	Chairman
	2. Reena Mahatma	Member
	3. Gautam Chauhan	Member
<b><u>Stakeholders' Relationship Committee</u></b>	1. Narayansinh Chauhan	Chairman
	2. Reena Mahatma	Member
	3. Gautam Chauhan	Member
<b><u>Key Managerial Personnel</u></b>	Murli Nair	Chief Financial Officer
<b><u>Statutory Auditor</u></b>	M/s. S. Mandawat & Co, Chartered Accountants, Ahmedabad	
<b><u>Secretarial Auditor</u></b>	Mr. Jitendra Parmar, Practicing Company Secretary	
<b><u>Share Transfer Agent</u></b>	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri (East) ,Mumbai,Maharashtra,400059	
<b><u>Registered Office</u></b>	Building No. XVII/1103 at Sarayu Arcade Satrapadi, Kanjikode, Palakkad – 678 621	

## **NOTICE OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting of the Shareholders of **Gujarat Injunct Kerala Limited** will be held on 30<sup>th</sup> September, 2019 at the Registered Office of the Company situated at Building No. XVII/1103 at Sarayu Arcade Satrapadi, Kanjikode, Palakkad – 678 621 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt the standalone audited financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2019 and statement of Profit and Loss account together with the notes forming part thereof and Cash Flow Statement for the financial year ended on 31<sup>st</sup> March, 2019, and the reports of the Board of Directors ("The Board") and Auditor thereon.
2. To appoint a director in place of Ms. Reena Mahatma (DIN: 02846012), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Change of Registered Address of the Company**

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

**"RESOLVED THAT** pursuant to Section 12 and 13 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Regional Director) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to shift the Registered Office of the Company from Building No. XVII/1103 at Sarayu Arcade Satrapadi, Kanjikode, Palakkad Palakkad - 678 621, (in the State of Kerala) to SB-06, Paradise Complex, Opp. M.S. University, Sayajigunj, Vadodara – 390 005, (in the State of Gujarat).

**"FURTHER RESOLVED THAT,** the Registered office Clause being Clause II in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

II. The Registered Office of the Company will be situated in the State of Gujarat

**"FURTHER RESOLVED THAT,** any of the Directors of the Company be and is hereby authorized to take all necessary action in this regard such as making necessary application(s) to the Registrar of Companies, Regional Director, or any other person as may be required under Companies Act, 2013 and / or any other act for actions, matters and deeds as he may consider necessary for effective implementation of this resolution and matters incidental thereto."

#### **4. Appointment of Mr. Murli Nair as Whole Time 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 the provisions of Section 196, 197, 203 read with Schedule V (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (as approved by Nomination and Remuneration Committee and Board of Directors of the Company) and subject to approval of shareholders in General Meeting of the Company, Mr. Murli Nair be and is hereby appointed as Whole-time Director of the Company for a period of five years with effect from 15<sup>th</sup> June, 2019 to 14<sup>th</sup> June, 2024, not liable to retire by rotation, and that he will be paid “Nil” remuneration by way of Salary and Perquisites and shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.”

**“RESOLVED FURTHER THAT**, the business of approval of Members under Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 to appointment and remuneration of Mr. Murli Nair be and is hereby approved.”

**“RESOLVED FURTHER THAT**, any of the Directors of the Company be and are hereby severally authorised and directed to file necessary forms with the Ministry of Corporate Affairs / Registrar of Companies, Ernakulam, Kerala and take necessary actions for effective implementation of the Resolution.”

**Registered Office:**

Building No. XVII/1103 at Sarayu Arcade  
Satrapadi, Kanjikode,  
Palakkad – 678 621

**By the Order of the Board  
Gujarat Injekt Kerala Limited**

**Sd/-  
Murli Nair**

**Place:** Palakkad

**Date:** 4<sup>th</sup> September, 2019

**Whole Time Director  
DIN: 02243039**

**Notes:**

1. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE TWENTY EIGHTH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A person can act as a proxy on behalf of maximum of 50 shareholders and holding in aggregate not more than 10% of the total share capital of the Company. A shareholder holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Every shareholder entitled to vote at a meeting of the company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the

meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.

3. A proxy form is enclosed herewith. In case a shareholder wants to appoint a proxy, a duly completed and stamped proxy form must reach the Registered Office of the Company not later than 48 hours before the time of the aforesaid meeting.
4. Corporate shareholders intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the 28<sup>th</sup> Annual General Meeting.
5. Shareholders who have not registered their email addresses so far are requested to register their email address in respect of their electronic holding with the Depository through their concerned Depository Participants and shareholders are further requested to register their email addresses with the Share Transfer and Registrar Agent of Company i.e. Bigshare Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra - 400 059.
6. Shareholders/ Proxies attending the meeting are requested to bring the duly completed attendance slip (which has been enclosed herewith) to the 28<sup>th</sup> Annual General Meeting.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
8. Electronic copy of the notice of the Annual General Meeting along with Annual Report inter-alia, including remote e-voting instructions, proxy form and attendance slip is being sent to all the shareholders whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 31<sup>st</sup> August, 2019 at the email Ids registered with the Company / RTA / DP for communication purposes. For those shareholders whose name stand registered in the Register of Members as on 31<sup>st</sup> August, 2019 and who have not registered their email address, physical copies of the Notice of the Annual General Meeting along with Annual Report inter-alia, including remote e-voting instructions, proxy form and attendance slip is being sent to them in the permitted mode.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rules 20 and 21 of Companies (Management and Administration (Rules), 2014 as amended from time to time and pursuant to Regulation 44 of SEBI (LODR), 2015 the Company is pleased to provide the shareholders of the company facility to exercise their right to vote by electronic means for the resolution set forth in this notice through remote E- voting services provided by National Securities Depository Limited (NSDL). The detail instructions for E -Voting are annexed to this Notice separately.
10. Shareholders are also informed that voting shall be by both the means i.e. polling paper and E -voting. Shareholders who could not vote through remote E-Voting can exercise their voting rights at the 28<sup>th</sup> Annual General Meeting. The Company will make arrangements of polling papers in this regard at the Meeting's Venue. The shareholders attending the meeting who have not cast their vote by remote E-Voting shall be able to exercise their right to vote at the meeting.

11. However, the shareholders who have cast their vote by remote E-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case the shareholders have cast their vote, through E - Voting and Polling Papers, then voting through E-voting shall prevail and voting done by Polling Papers shall be treated as invalid.
12. The Company has set 24<sup>th</sup> September, 2019 as the “Cut-off Date” for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Fourteenth Annual General Meeting, for both E- Voting and Voting by Physical Mode through polling papers.
13. The Board of Directors of the Company has appointed Mr. Jitendra Parmar, Practicing Company Secretary, Ahmedabad as the Scrutinizer, for conducting the E- Voting and Poll paper voting process for the 28<sup>th</sup> Annual General Meeting in a fair and transparent manner.
14. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the E-voting & Paper Poll Votes indicates that the requisite majority of the Shareholders had assented to the Resolution.
15. The scrutinizer shall, immediately after the conclusion of voting at the 28<sup>th</sup> Annual General Meeting, first count the votes cast at the meeting, 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 make, within a period not exceeding 48 hours from the conclusion of Annual General Meeting, a consolidated scrutinizer’s report of the total votes cast in favor 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. After declaration, the result of the E-voting and Paper Poll Votes will be communicated to BSE Limited, where the shares of the Company are listed.
16. In case of joint-holding, the Voting Poll Paper Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named Shareholder.
17. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
18. A person who acquires shares and becomes shareholder of the Company after the dispatch of the Notice and remains a Shareholder as on 24<sup>th</sup> September, 2019 (the “Cut-off” date) can exercise remote E-Voting by obtaining the Login Id and Password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No./ DP ID/ and Client ID No. However, if such shareholder is already registered with NSDL for remote E-Voting then the existing user ID and password can be used for casting their vote.
19. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their depository participant(s).



20. The route map showing directions to reach the venue of the 28<sup>th</sup> Annual General Meeting is annexed.
21. Additional information, pursuant to Regulation 36 of the SEBI LODR Regulations and as per Secretarial Standard -2 issued by Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms part of the Explanatory Statement.
22. General information on E- Voting: -
- i. The Voting rights of the shareholders will be in proportion of their shares as on 24<sup>th</sup> September, 2019 to the paid up share capital of the Company.
  - ii. The scrutinizer shall 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 make a consolidated scrutinizer's report of the votes cast in favour or against, in not later than two days of the conclusion of the meeting. And shall forthwith forward the same to the Chairman who shall countersign the same.
  - iii. The Voting results of the 28<sup>th</sup> Annual General Meeting so declared shall be immediately placed on the BSE website
  - iv.

**The Instructions for shareholders voting electronically are as under:**

1. Open the attached PDF file "**e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Gujarat Injert Kerala Limited. Members can cast their vote online from **27<sup>th</sup> September, 2019 (9:00 am) till 29<sup>th</sup> September, 2019 (5:00 pm)**.  
**Note: e-Voting shall not be allowed beyond said time.**
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.

9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 [csjitendraparmar@gmail.com](mailto:csjitendraparmar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).