

GUJARAT INJECT KERALA LIMITED

29TH ANNUAL REPORT

2019-20

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Company Information

<u>Board of Directors</u>	1. Murli Nair	Whole-time Director
	2. Reena Mahatma	Non-Executive Director
	3. Gautam Chauhan	Non-Executive & Independent Director
	4. Narayansinh Chauhan	Non-Executive & Independent Director
<u>Audit Committee</u>	1. Narayansinh Chauhan	Chairman
	2. Murli Nair	Member
	3. Gautam Chauhan	Member
<u>Nomination and Remuneration Committee</u>	1. Narayansinh Chauhan	Chairman
	2. Reena Mahatma	Member
	3. Gautam Chauhan	Member
<u>Stakeholders' Relationship Committee</u>	1. Narayansinh Chauhan	Chairman
	2. Reena Mahatma	Member
	3. Gautam Chauhan	Member
<u>Key Managerial Personnel</u>	Murli Nair	Whole-time Director
	Murli Nair	Chief Financial Officer
<u>Statutory Auditor</u>	M/s. S. Mandawat & Co, Chartered Accountants, Ahmedabad	
<u>Secretarial Auditor</u>	M/s. Gaurav Bachani & Associates, Company Secretaries, Ahmedabad	
<u>Registered Office</u>	Building No. XVII/1103 at Sarayu Arcade Satrapadi, Kanjikode, Palakkad – 678 621	

NOTICE OF THE 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of the Shareholders of **Gujarat Inject Kerala Limited** will be held on Wednesday, 30th September, 2020 at 03:00 P.M. 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 receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2020 and statement of Profit and Loss account together with the notes forming part thereof and Cash Flow Statement for the Financial Year ended on 31st March, 2020, 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.

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

"RESOLVED THAT, in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Reena Mahatma (DIN: 02846012), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. Reappointment of Mr. Gautam Chauhan as an Independent Director 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 the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and as approved by Board of Directors, Mr. Gautam Chauhan (DIN: 00044034), whose term will be expired on 3rd March, 2021 and who has submitted a declaration that he meets the criteria for independence, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 1st October, 2020 upto 30th September, 2025."

“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.”

4. Reappointment of Mr. Narayansinh Chauhan as an Independent Director 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 the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and as approved by Board of Directors, Mr. Narayansinh Chauhan (DIN: 07424417), whose term will be expired on 3rd March, 2021 and who has submitted a declaration that he meets the criteria for independence, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 1st October, 2020 upto 30th September, 2025.”

“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

Place: Palakkad

Date: 7th September, 2020

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

**Sd/-
Murli Nair
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 NINTH 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/Institutional Investors 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 Twenty Ninth 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 Company on gikl2015@hotmail.com.
6. Shareholders/ Proxies attending the meeting are requested to bring the duly completed attendance slip (which has been enclosed herewith) to the Twenty Ninth 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. As per SEBI Circular dated 12th May, 2020, Physical Copy of the Annual Report for the 29th Annual General Meeting inter-alia is not required to be sent; therefore Annual Report is being sent only through electronic mode to those Members as on 21st August, 2020, whose email addresses are registered with the Company / Depositories. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at

gikl2015@hotmail.com. Members may note that the Notice and Annual Report 2019-20 will also be available on the website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com.

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 Twenty Ninth 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 23rd September, 2020 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 Twenty Ninth 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 M/s. Gaurav Bachani & Associates, Company Secretaries, Ahmedabad as the Scrutinizer, for conducting the E- Voting and Poll paper voting process for the Twenty Ninth 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 Twenty Ninth 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 authorised 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 also be posted on the BSE website www.bseindia.com.

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 23rd September, 2020 (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** 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 Twenty Ninth Annual General Meeting is annexed.
21. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice as per Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.
- 22. RULES FOR ATTENDING ANNUAL GENERAL MEETING:**
- Face Mask Essential
 - Shareholders to use Aarogya Setu app and have to show status of Aarogya Setu to Staff
 - Maintain social distancing in AGM, follow markers and signs for this
 - Shareholders Should go through thermal Screening
 - Chairs marked 'Not For Use' should not be occupied
23. In terms of the provisions of Section 152 of the Act, Ms. Reena Mahatma, Director of the Company, who retires by rotation at this Annual General Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company re-commend her re-appointment.
24. Ms. Reena Mahatma is interested in the Ordinary Resolutions set out at Item No. 2, of the Notice with regard to her re-appointment. The other relatives of Ms. Reena Mahatma being shareholders of the Company may be deemed to be interested in the resolutions set out at Item No 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.
25. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 2 of the Notice.
26. The Register of Members and Share Transfer Books will remain closed from 24th September, 2020 to 30th September, 2020 (both days inclusive) for the purpose of Annual General Meeting (AGM).

27. General information on E- Voting: -

- i. Date wise info: 27th September, 2020 (09:00 A.M.) till 29th September, 2020 (05:00 P.M.)
- ii. The Voting rights of the shareholders will be in proportion of their shares as on 23rd September, 2020 to the paid up share capital of the Company.
- iii. 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 three days of the conclusion of the meeting. And shall forthwith forward the same to the Chairman who shall countersign the same.
- iv. The Voting results of the Twenty Ninth Annual General Meeting so declared shall be immediately placed on the Stock Exchange where the shares are listed i.e. www.bseindia.com and will also be available on the website of NSDL i.e. www.evoting.nsdl.com

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
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 Insect Kerala Limited. Members can cast their vote online from 27th September, 2020 (09:00 A.M.) till 29th September, 2020 (05:00 P.M.).
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 csgauravbachani@gmail.com with a copy marked to evoting@nsdl.co.in.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Gautam Chauhan was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 30th September, 2016 to hold office upto 3rd March, 2021.

After the performance evaluation of the Mr. Gautam Chauhan, and considering his knowledge, expertise and experience in the field of Accounts, the Board has considered to re-appoint Mr. Gautam Chauhan as an Independent Director for further five years with effect from 1st October, 2020 to 30th September, 2025.

Brief profile of Mr. Gautam Chauhan is attached as annexure to the notice along with the 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.

Save and except Mr. Gautam Chauhan and his 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. 3.

Item No. 4

Mr. Narayansinh Chauhan was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 30th September, 2016 to hold office upto 3rd March, 2021.

After the performance evaluation of the Mr. Narayansinh Chauhan, and considering his knowledge, expertise and experience in the field of Law and Administration, the Board has considered to re-appoint Mr. Narayansinh Chauhan as an Independent Director for further five years with effect from 1st October, 2020 to 30th September, 2025.

Brief profile of Mr. Narayansinh Chauhan is attached as annexure to the notice along with the 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.