



NOTICE

NOTICE is hereby given that Twenty-eighth (28th) Annual General Meeting of the members of the Gujarat Intrux Limited will be held on **21st September, 2020 Monday at 11:00 AM** through Video Conferencing ("VC")/ Other Audio Visual Means ("OVAM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2020 and the report of Board of Directors and Auditor's there on.
2. To declare dividend on Equity Shares of the Company for the financial year 2019-20.
3. To appoint a Director in place of Mr. Amrutlal Jethalal Kalaria (DIN-00246831), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Bharatkumar Muljibhai Dhorda (DIN-00385769), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Re-Appointment of Mr. Dhiraj Dharamshibhai Pambhar (DIN-00187371) as a Managing Director of the Company. To consider and if though fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Pursuant to Provision of Section 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment(s) thereof, Consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Dhiraj Dharamshibhai Pambhar (DIN 00187371), as Managing Director of the Company for a period of 5(five) years w.e.f. 1st November, 2020 to 31st October, 2025 on the following terms and conditions and remuneration as set out below for the period of three years with effective from 1st November, 2020 and liable to retire by rotation:

I. Remuneration:

(1) **Salary** : Rs. 6,75,000/- per month

II. Perquisites:

(1) **Use of car and telephone:** Company maintained car without driver for use on Company's business and telephone bill provided by the Company will not be considered as perquisite. However, personal long distance calls and use of car for private purposes shall be borne by the Managing Director.

(2) **Reimbursement of Expenses:** Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company and this will not be considered as perquisite.

"RESOLVED FURTHER THAT in addition to the above, the Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling of remuneration stated herein above;

- (a) Contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- (b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and
- (c) Encashment of leave at the end of the tenure of appointment of the Managing Director."

"RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution and to do all such acts, things and deal with all such matters and take all steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. Annual general meeting provides an opportunity to shareholders to interact with the company with the aid of board, auditors and senior management of the Company. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs has vide its circular dated May 5th, 2020 r.w.t. circulars dated April 8th, 2020 and April 13th, 2020 permitted convening the Annual General Meeting ("AGM/Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OVAM"), without the physical presence of the members at a common venue. The SEBI has also



permitted companies to convene AGM through VC/OAVM. Accordingly, In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, Board of Directors of the Company has decided to convene an Annual General Meeting through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company even if meeting will be held through VC/OAVM.

2. Generally, a member entitled to attend and vote at the General meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OVAM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Corporate members are required to send a scanned certified copy of board resolution or authorization given by respective board or governing body by which representative members get rights to attend the AGM through VC/OVAM on behalf of respective corporate members and to vote through remote e-voting to the Company at investor@gujaratintrux.com with a copy marked to Scrutinizer at rachhkalpesh@gmail.com.
5. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under item no. 5 is annexed hereto. Brief profile of director to be appointed/re-appointed is attached as **Annexure 01** of the Board's Report.
6. Since the AGM will be held through VC/OVAM, the route map of the venue of the meeting is not annexed hereto.
7. The register of member and Share Transfer Book of the Company will remain closed from 12th September, 2020 to 21st September, 2020 (Both days inclusive) in connection with Annual General Meeting and for the purpose of Dividend record date is 11th September, 2020, if declared at the meeting.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. In terms of the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7(seven) years after the date of transfer to the unpaid dividend account, will be transferred to Investor Education and Protection Fund established by the government accordingly.
10. Members who have neither received nor encashed their dividend warrants(s) for the financial year 2013-14, 2014-15, 2017-18 and 2018-19 are requested to write to the Company or Company's Register and Share Transfer Agent LINK INTIME INDIA PRIVATE LIMITED, 506-508, Amarnath Business Center-1 (ABC-1), Besides Gala Business center, Near ST. Xavier's College Corner, Off C.G.road, Ellisbridge, Ahmedabad-380006. Ph : 079-26465179 mentioning the relevant Folio number and DPID and Client ID, for issuance of duplicate/revalidated dividend warrant.
11. In terms of circular issued by the Securities and Exchange Board of India, it is now mandatory to furnish a copy of Pan Card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, and transmission of share and transposition of shares. Shareholders are requested to furnish the copy of Pan Card for all above mentioned transactions.
12. In terms of the Regulation 40(1) of the Securities and Exchange Board of India (LODR) Regulations, 2015, as amended, except in case of transmission and transposition, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in dematerialised form with a Depositor. In view of the above holding shares in physical form are requested to convert their holding in to dematerialised form.
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. Members are requested to submit the said details to their depository participants in case the shares are held by them in electronic form and to LINK INTIME INDIA PRIVATE LIMITED in case the shares are held by them in physical form.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 10 days in advance of the AGM i.e. by 11th September, 2020 through email on investor@gujaratintrux.com or write us at the Company's Registered address. The same will be replied by the Company suitably.



15. In terms of provision of Section 107 of the Companies Act, 2013. Since the resolutions as set out in notice are conducted through e-voting, the said resolutions will not be approved by show of hand at the AGM.
16. A dividend of Rs. 3/- per equity share has been recommended by the Board of Directors for the Financial Year 2019-20, subject to approval of members at the ensuing Annual General Meeting of the Company.
17. Subject to approval of the Members at the AGM, the dividend will be paid within time line prescribed by the act from the conclusion of the AGM, to the members whose names appear on the Company's Register of Members as on the Company's Register of Member as on the Record Date, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by NSDL/CDSL as beneficial owners on that date.
 - A. Payment of dividend shall be made through electronic mode to the shareholders who have updated their bank account details. If in case Company not able to pay dividend electronically due to non-availability of bank details then Company shall dispatch the dividend warrant/demand drafts to the shareholders after the normalization of postal/courier services. Moreover due to Covid-19 pandemic, delivery of DDs/Warrants may be delayed as some of the states are having limited activities allowed and postman/courier agency will try to deliver with the best possible extent with due care. Shareholders are requested to register/update their complete bank details like Active bank account number, 9 Digit MICR, IFSC by sending/attaching photocopy of passbook along with cancel cheque leaf by mentioning folio number;
 1. With their Depository Participant(s) with whom they maintain their demat accounts if share are held in dematerialised mode by submitting the requisite documents, and
 2. To LINK INTIME INDIA PRIVATE LIMITED, Registrar and Share Transfer Agent by submitting the requisite documents.
 3. Send email at investor@gujaratintrux.com.
 - B. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, dividend declared and paid by the Company shall be taxable in the hands of the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Shareholders at prescribed rates in the Income Tax Act, 1961 (the "IT Act").

In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants in case shares are held in Dematerialized form. In case shares are held in physical form, aforementioned details need to be updated with the RTA of the Company by quoting their name and folio number.
 - A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H provided all prescribed conditions are met, to avail the benefit of non-deduction of tax at source on the website of RTA at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h>.html latest by 11:59 p.m. IST, September 16, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Further, resident shareholders to provide the self-attested copy of PAN. In case Lower or Nil withholding certificates has been obtained under Section 197 of the IT Act by the resident shareholder, the self-attested copy of such certificate shall be required to be uploaded on the website of RTA as referred above.

Resident shareholders being mutual funds to provide self-declaration that they are specified in Section 10(23D) of the IT Act, along with self-attested copy of PAN and registration certificate.
 - Non-resident shareholders [other than FII (called as FPI)] can avail beneficial rates under tax treaty between India and their country of residence, subject to the following documents/declaration are provided:
 - a. Self-attested copy of Permanent Account Number(PAN), if allotted by the Indian Income Tax Authorities;
 - b. Self-attested Tax Residency Certificate (TRC) issued by the tax authorities of the country of which shareholder is a resident, evidencing and certifying shareholder's tax residency status during the Financial Year 2020-21;
 - c. Completed and duly signed Self-Declaration in Form 10F;



- d. Self-declaration certifying on the following points:
- The Non-resident Shareholder is and will continue to remain a tax resident of the country of its residence and does not hold dual residency in India during the Financial Year 2020-21; In case of non-resident partnership firm/ trusts, the shareholders/ partners/ beneficiaries are subject to tax in the recipient's i.e. partnership firm/ trust's country of residence;
 - The Non-resident Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax with holding on dividend declared by the Company;
 - The Non-resident shareholder meets there quirements under LOB clause of the respective tax treaty, if applicable;
 - The Non-resident shareholder's claim for tax treaty benefits is not hit by the principal purpose test under the treaty read with the Multilateral Instrument, if applicable;
 - The Non-resident Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - The Non-resident Company does not have place of effective management ('POEM') in India;
 - The Non-resident shareholder is the beneficial owner of the dividend and the said non-resident shareholder is under no legal or contractual obligation to pass on the dividend income to any other person;
 - Confirm whether any declaration of beneficial ownership is filed under Companies Act in respect of the shares held by the non-resident shareholders in the Company;
 - The Non-resident Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2020-21 and that their shareholding in the Company is not effectively connected to such permanent establishment;
- e. In case of FII (now known as FPI) shareholders, kindly confirm that the investment in the Company has been made under FPI route;
- f. In case of non-resident shareholder being partnership firms/ trusts, list of partners/ beneficiaries/ their respective share of income in partnership firms/trusts and their residential status (if not stated in the TRC of partnership firms/ trusts).

The aforesaid documents / declarations should be submitted on the website of RTA at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 p.m. IST, September 16, 2020.

18. As per the MCA and SEBI Circulars, The Notice of Annual General Meeting with annual report of the year 2019-20 required to be sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories as on 14-08-2020. Members may note that the Notice and Annual Report of the year 2019-20 will also be available on the website of the Company at <http://www.gujaratintrux.com/investors.php> and on the website of stock exchange on which the securities of the company are listed i.e. www.bseindia.com.

VOTING THROUGH ELECTRONIC MEANS:

19. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting service "iINSTAVOTE" provided by LINK INTIME INDIA PRIVATE LIMITED:

The voting period begins on 17th September, 2020 Thursday at 10:00 AM and ends on 20th September, 2020 Sunday at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2020 Monday, may cast their vote electronically. The e-voting module shall be disabled by LINK INTIME for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting. The instructions for members for voting electronically are as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.com.in>



- Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:
 - Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details: -
 - A. **User ID:** Enter your User ID
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
 - Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
- NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.
2. Click on 'Login' under 'SHARE HOLDER' tab.
 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
 5. E-voting page will appear.
 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
 8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- **If you have forgotten the password:**
 - o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password'
 - o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.



- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

20. Mr. Kalpesh P. Rachchh, Proprietor of M/s. K. P. Rachchh & Co., Practicing Company Secretary (Membership No. FCS 5156) (Address: 317 Krishna Con Arch -2, Tagore Road, Rajkot 360 002, Gujarat) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of LINK IN TIME INDIA PRIVATE LIMITED. The results shall simultaneously be communicated to the Stock Exchanges.
22. The recorded transcript of the forthcoming AGM on September 21, 2020, shall be maintained by the Company and also be made available on the website of the Company at <http://www.gujaratintrux.com/investors.php> at the earliest soon after the conclusion of the Meeting.

• **PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THOROUGH INSTAMEET:**

- I. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
- Select the "Company" and the 'Event Date' and register with your following details:-

- A. Deamt Account No. /Folio No: Enter your 16 digit Demat Account No. or Folio No
Shareholders/members holding **shares in CDSL Demat account** shall provide 16 Digit Beneficiary ID
Shareholders/members holding **shares in NSDL demat account** shall provide 8 Character DP ID followed by 8 Digital Client ID
Shareholders/members holding **shares in physical form** shall provide folio number registered with the Company.
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (members who have not updated their PAN with Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile no
- D. **Email ID:** enter your email id, as recorded with your DP/Company.
Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly install the same on the device which would be used to attend the meeting. Please read the instructions carefully and in the meeting. You may also call upon the InstaMeet support on the dedicated number provided to you in the instruction/InstaMeet website.

• **Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company mentioning subject "Register as Speaker Shareholder" with necessary details like Full Name, Folio No./DPID/CLIENT ID, Mobile No, query if any etc. at the email id investor@gujaratintrux.com.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by Company.



- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- d) Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- e) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your voice. Shareholders are allowed to speak for limited time say for example 3 minute.
- f) It may not be possible to answer all the questions during the AGM, in that case, response to those unanswered questions may be given by way of mail after conclusion of the AGM.

Shareholders are requested to speak only when moderator of the meeting /management will announce the name and serial number for speaking.

• **Instructions for shareholders/members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting. Shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the shareholder VC page, click on the link for e-voting “Cast your vote”
- b) Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet and click on 'submit'.
- c) After successful login, you will see “Resolution Description” and against the same option “Favour/against” for voting.
- d) Cast your vote by selecting appropriate option i.e. Favour/against” as desired. Enter the number of shares (which represent no. of votes) as on the cut-off date under “Favour/against”.
- e) After selecting appropriate option i.e. Favour/against as desired and you have decided to vote, click on “save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- f) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting. Shareholders/Members who have voted through remote e-voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS downloaded stream) to avoid disturbance during the meeting.

Please note that Shareholders/members connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Visual loss due to fluctuation in their network. It is there for recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175 or at investor@gujaratintrux.com and Contact on : 02827-252851/52.

• **Guidelines to attend the AGM proceedings of Link Intime India Private Limited : InstaMeet**

For a smooth experience of viewing the AGM proceedings, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
OR



(b) If you do not want to download and install the Webex application, you may join the meeting by following process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1(B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex or Run as temporary application.

Click on Run as temporary application an exe file will be downloaded. Click on this exe file to run and join the meeting by clicking on Join Now.

23. In case of any query regarding the e-voting or access to AGM by VC/OAVM, Members may refer to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.
24. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she requested to refer instameet instructions for login.

EXPLANATORY STATEMENT:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 05

On the recommendation of the Nomination & Remuneration Committee and considering valuable contribution and performance of Mr.Dhiraj Dharamshibhai Pambhar (DIN 00187371) as Managing Director of the Company, the Board at its Meeting held on 28th July, 2020 has re-appointed Mr.Dhiraj Dharamshibhai Pambhar (DIN 00187371) as Managing Director of the Company for a period of 5(five) years w.e.f. 01st November, 2020 to 31st October, 2025 on the terms and conditions and remuneration as set out in the Resolution at Item No. 5, subject to approval of Members at the ensuing General Meeting pursuant to provision of section 196 of the Companies Act, 2013.

Section 196 of the Act provides, inter-alia, that a Managing Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the Company.

Hence, at this General Meeting, the approval of the members is sought for re- appointment of Mr.Dhiraj Dharamshibhai Pambhar (DIN 00187371) as Managing Director of the Company for a period of 5(five) years w.e.f. 1st November, 2020 to 31st October, 2025 on the terms and conditions and remuneration as set out in the Ordinary Resolution at Item No. 5.

None of the Directors/Key Managerial Personnel (KMP) of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except Mr.Dhiraj Dharamshibhai Pambhar (DIN: 00187371) and his relatives. The Board recommends his re- appointment and payable remuneration for approval of the members.

Details In terms of the requirements as per sub-clause (iv) of the proviso to Section II of Part II of Schedule V to the Act, the information is as furnished below for re-appointment of Mr.Dhiraj Dharamshibhai Pambhar (DIN: 00187371) as Managing Director for a period of five (5) years:



I. GENERAL INFORMATION :

| | | | | |
|----|---|--|--------------------|--------------------|
| 1. | Nature of industry | Foundry | | |
| 2. | Date or expected date of commencement of commercial production | Not Applicable | | |
| 3. | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | |
| 4. | Financial performance based on given indicators | Financial Performance of the Company for the year ended 31st March, 2020: | | |
| | | Revenue from operations: | | Rs. 47,94,58,354/- |
| | | Other Income: | | Rs. 74,95,490/- |
| | | Total Expenditure: | | Rs. 42,46,57,797/- |
| | | Net Profit before tax: | | Rs. 6,22,96,048/- |
| | | Profit after tax (after deducting comprehensive income): | | Rs. 4,74,48,447/- |
| 5. | Export performance and foreign exchange earned for the financial year ended 31st March, 2020 | Foreign Exchange Earning And Out Go: | | |
| | | Particular | 2019-20 | 2018-19 |
| | | i. Total foreign exchange used (Rs.) | Rs. 17,25,653/- | Rs. 79,57,438/- |
| | | ii. Total foreign exchange earned on F.O.B basis (Rs.) | Rs. 12,62,14,628/- | Rs. 18,35,30,688/- |
| 6. | Foreign investments or collaborations, if any. | No such investment or collaboration except minor shareholding of Non Resident Indians. | | |

II. INFORMATION ABOUT THE APPOINTEE :

| 1. | Background details | <p>Name:- Mr. Dhiraj D. Pambhar Designation:- Managing Director Age:- 63 Years Experience:- Over 35 years Qualification:- Bachelor Of Architect</p> <p>Mr. Dhriaj D. Pambhar is Director of the other Company:</p> <table><tr><th>Company</th><th>Designation</th></tr><tr><td>Intricast Private Limited</td><td>Non-Executive Director</td></tr><tr><td>Intolcast Private Limited</td><td>Managing Director</td></tr><tr><td>Invac cast Limited</td><td>Non-Executive Director</td></tr></table> | Company | Designation | Intricast Private Limited | Non-Executive Director | Intolcast Private Limited | Managing Director | Invac cast Limited | Non-Executive Director |
|---------------------------|---------------------------------|---|---------|-------------|---------------------------|------------------------|---------------------------|-------------------|--------------------|------------------------|
| Company | Designation | | | | | | | | | |
| Intricast Private Limited | Non-Executive Director | | | | | | | | | |
| Intolcast Private Limited | Managing Director | | | | | | | | | |
| Invac cast Limited | Non-Executive Director | | | | | | | | | |
| 2. | Past remuneration | Rs. 81,00,000/- (P.A.) | | | | | | | | |
| 3. | Recognition or awards | - | | | | | | | | |
| 4. | Job profile and his suitability | Prodcution Functions | | | | | | | | |
| 5. | Remuneration proposed | Rs. 81,00,000/- (P.A.) | | | | | | | | |



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|----|---|--|
| 6. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies. |
| 7. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel, if any. (As on cut of date for notice dispatch to members) | Apart from Mr. Dhiraj D. Pambhar is a Managing Director of the Company, he holds 135615 Equity Shares at the Face value of Rs. 10/- each of the Company in his individual capacity Mr. Dhiraj D. Pambhar has no-Inter se relationship with any other Directors and Key Managerial Personnel. Mrs. Ramaben Dhirajlal Pambhar holds 73099 Equity Shares at the Face value of Rs. 10/- each of the Company in her individual capacity |

III. OTHER INFORMATION

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| 1. | Reasons of loss or inadequate profits | The Company has reported a turnover of Rs.47,94, 58, 354/- for the year ended on 31st March, 2020 as against Rs. 39,78,15,424/- for the previous year ended on 31st March, 2019. The Company has reported a net profit after tax of Rs. 4,77,99,973/- for FY 2019-2020 as against net profit after tax of Rs. 4,40,84,392 for FY 2018-2019 The proposed remuneration is less than the maximum permissible remuneration prescribed as per Schedule V of the Companies Act, 2013 in case of no profits /inadequate profits pursuant to the approval of the shareholders. |
| 2. | Steps taken or proposed to be taken for improvement | To address these challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies, working on improvements in process and controls. These cut across manufacturing, supply, chain, quality and other domains, and address issues of cost controls, value analysis. |
| 3. | Expected increase in productivity and profits in measurable terms | It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average. |

IV. DISCLOSURES

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| 1. | Disclosures relating to Remuneration package | Disclosures relating to remuneration package is disclosed in the Corporate Governance Report. |
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for and on behalf of the Board of
Gujarat Intrux Limited

Place : Shapar (Dist. Rajkot)
Date : 28th July, 2020

Ramankumar D. Sabhaya
(Chairman) DIN- 00569058