

BOARD OF DIRECTORS

| | | |
|-------------------------|---|-----------------------------|
| MOHIT BERY | : | MANAGING DIRECTOR -CHAIRMAN |
| JAYESH BABULAL SHAH | : | NON EXE. IND. DIRECTOR |
| PRAVEEN VENUGOPAL | : | NON EXE. IND. DIRECTOR |
| SUNITA VENUGOPAL | : | NON EXE. IND. DIRECTOR |
| PRAVIN DESHMUKH | : | DIRECTOR & CFO |
| HAMZA MOHIYADHEEN | : | DIRECTOR |
| HASHIM E. PUTHUPARAMPIL | : | DIRECTOR |

REGISTERED OFFICE:

17/A, 4TH FLOOR, SANDESH COMMERCIAL COMPLEX,
MIRZAPUR COURT, AHMEDABAD(GUJ.)-380001

ANNUAL GENERAL MEETING

Day : Friday
Date : Sept. 30, 2016
Time : 11.30 A.M.

AUDITORS

M/S NAHAR V & CO.,
Chartered Accountants
INDORE(MP)

REGISTRAR

CAMEO CORPORATE SERVICES,
SUBRAMANIAN BUILDING NO. 1,
CLUB HOUSE ROAD, CHENNAI(TN)
PH-044-28460395
EMAIL : jaydeep@cameoindia.com

BOOK CLOSURE

26.09.2016 to 30.09.2016
(both days Inclusive)

NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of Gujarat Meditech Ltd., Ahmedabad, will be held at the Registered office of the company on Friday, 30th September 2016 at 11.30 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016 and the P&L a/c. for the year ended that date together with the Reports of Auditor's and Director's thereon.
2. To appoint a Director in place of Mohit Bery (DIN- 00983543), who retires by rotation and being eligible, offers for re-appointment. The said reappointment would not be deemed a break in his tenure as M.D. of the company.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) The appointment of M/s NAHAR V & COMPANY, Chartered Accountants (FIRM REG. NO. 010443C) as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 27TH Annual General Meeting to be held in year 2018, be and are hereby ratified on such remuneration as may be fixed by the Board."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) HAZMA MOHIYADHEEN (Din : 02768938), and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) HASHIM EBRAHIM PUTHUPARAMPIL (DIN – 02869859), and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

Place : AHMEDABAD

Date : 01/09/2016

By order of the Board

SD/-

(MOHIT BERY)

Chairman

Notes:-

- **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business is annexed herewith.
- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Monday 26th Day of September, 2016 to Friday 30th Day of September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R& STA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.

- Additional information pursuant to Regulation 36(3) of SEBI(LODR), 2015 in respect of the Directors seeking re-appointment at the AGM is furnished and forms a part of the Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2015-2016 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2016 is being sent in the permitted mode. Members who do not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demate mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- Documents referred in the notice and the explanatory statement, if any will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing annual general meeting.
- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio/DPID number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- As per the requirement of the Regulation 46 of the SEBI(LODR,2015, the Company is updating information on its website www.gujaratmeditech.com. This portal contains along with business information, quarterly unaudited results, Annual Report containing Notice, Directors Report, Auditors Report, Balance sheet and Profit & Loss Account, quarterly shareholding pattern, contact detail of the Compliance Officer for communicating investor grievances.
- The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- Members are requested to send their queries relating to accounts and operations to the Company Secretary, if any at least 7 days in advance so that the information can be made available at the meeting.

- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.

Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at M/s M/S. CEMEO CORPORATE SERVICES, CHENNAI

- The Company has designated an exclusive email ID gujmedi119@gmail.com which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The company has not offered the facility of e-voting as mandated u/s 108 of the Co.Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended by MCA vide its notification dated March 19, 2016 and as per the Regulation 44 of the SEBI(LODR),2015 and the voting will take place at the Annual General Meeting only.

Place : AHMEDABAD
Date : 01/09/2016

By order of the Board
SD/-
(MOHIT BERY)
Chairman

Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Equity Listing Agreement:

| | |
|---|--|
| Name of Directors | MOHIT BERY (Din - 00983543) |
| Date of Birth | 20/04/1970 |
| Date of Appointment | 25/07/2013 |
| Expertise / Experience in specific functional areas | Experience in Corporate Affairs & Accounting & Taxation |
| Qualification | GRADUATE |
| No. & % of Equity Shares held in the Company | NIL |
| List of outside Company's directorship held | 1. OPTIMATES TEXTILES IND. LTD. 2. RAMKY TRADING PVT.LTD. |
| Chairman / Member of the Committees of the Board of Directors of the Company | Nil |
| Salary or Sitting fees paid | Nil |
| Chairman / Member of the Committees of the Board Directors of other Companies in which he is director | N.A. |
| Relationship between directors inter-se | Nil |

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 4 & 5

Mr. HAMZA MOHIYADHEEN (Din-02768938) and Mr. HASHIM EBRAHIM PUTHUPARAMPIL (Din-02869859) were appointed by the Board of director of the Company as an Additional Directors of the Company w.e.f. 23/02/2016 pursuant to the relevant provisions of the Companies Act, 2013 and under the Articles of the Article of Association of the company and she holds such office only upto the date of this Annual General Meeting.

All are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notice in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing their candidatures for the office of Director of the Company.

Brief resume of appointee, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Reg. 36(3) of SEBI(LODR),2015, are provided in the Corporate Governance Report forming part of the Annual Report.

All are interested in the resolution set out at Item No. 4 & 5 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board commends the Ordinary Resolutions set out at Item No. 4 & 5 of the Notice for approval by the shareholders.

Place : AHMEDABAD
Date : 01/09/2016

By order of the Board
SD/-
(MOHIT BERY)
Chairman

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS

Your Company financial performance during the year 2015-16 is summarized below:

(Amt. in Rs.)

| Particulars | Year 2015-2016 | Year 2014-2015 |
|-------------------|-------------------|-------------------|
| TOTAL REVENUE | 4915000 | 298500 |
| TOTAL EXPENDITURE | 4913000 | 295622 |
| Profit Before Tax | 2000 | 2878 |
| Less: Taxation | 1508 | - |
| Profit After Tax | 492 | 2878 |

OPERATIONS

The Company performed satisfactorily as compared to last year.

SHARE CAPITAL

During the year under review, the Company, neither increased nor decreased its Equity.

REVISION IN FIN. STATEMENTS OR BOARD'S REPORT U/S 131(1) OF THE CO. ACT, 2013

In terms of Section 131 of the Companies Act, 2013, the Financial Statements and Board's Report are in compliance with the provisions of Section 129 or Section 134 of the Companies Act, 2013 and that no revision has been made during any of the three preceding financial years.

DIVIDEND

Your Directors do not recommend any dividend on equity shares for the year ended March 31, 2016.

PUBLIC DEPOSITS

The Company has not invited any deposits from the public within the provisions of Chapter V of the Companies Act, 2013 (hereinafter "the Act" and any reference of section pertains to sections of this Act in this Annual Report unless stated otherwise) read with the Companies (Acceptance of Deposits) Rules, 2015.

PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY AND ASSOCIATE COMPANIES:

As per Sections 2(87) and 2(6) of the Companies Act, 2013 and as on date, the Company neither has any Subsidiary Company nor any Associate Company and hence, do not call for any disclosure under this head.

AUDITORS

M/s. NAHAR V & CO., Chartered Accountants, Statutory Auditors of the Company, were appointed in 24TH AGM until the conclusion of 27th AGM (subject of ratification of the appointment by the members at every AGM held after this AGM) in terms of the provisions of section 139 of Co.Act,2013.

The Company has received confirmation from M/s Nahar V. & Co., to the effect that they fulfill the eligibility criteria as prescribed u/s 139 and 141 of the Co.Act,2013. Your Directors recommend ratification of appointment of M/s. NAHAR V & CO., Chartered Accountants, (FRN 133653W) as the Statutory Auditors of the Company at the ensuing AGM.

There is no audit qualification or observation on the financial statements by the statutory auditors for the year under review.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, M/s Ramesh Chandra Bagdi & Associates, Indore, Company Secretaries in Whole-time practice was appointed to conduct Secretarial Audit for the year ended 31st March, 2016.

M/s Ramesh Chandra Bagdi, Practising Company Secretaries has submitted Qualified Report on the Secretarial Audit forms a part of this report as **ANNEXURE-A**.

CLARIFICATION ON OBSERVATIONS BY THE SECRETARIAL AUDITOR

The board of directors hereby provides clarification on the observations that all violations are due to poor financial condition of the company. As and when, the financial condition of the company will improve, the required payment and appointment will be made. However, the management of the company is being carried out under the supervision of the professional Board and is consistently trying to comply with all required compliances and achieve the targets.

INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013 and Rule 13 of The Companies (Accounts) Rules, 2015, the Board of Directors of the Company is under process to appoint internal auditors. However, in the opinion of the Board and size of the company, it is not necessary to appoint internal auditor.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT - 9, as provided under Section 92 (3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2015 is annexed hereto as **ANNEXURE-B** with this report and shall form part of the Board's Report.

NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES THEREOF

During the year under review various meetings of the Board of Directors and Committees was held for various purposes which were in compliance with the provisions of the Companies Act, 2013, rules made there under and Clause 49 of the Listing Agreement entered into

between the Company and the Bombay Stock Exchange. Further the details of such meetings of the Board and Committees thereof are mentioned in the Report on Corporate Governance which is annexed as ANNEXURE-C with this Report and shall form part of the Board's Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Board comprises of efficient and able directors who have vast experience in this line of business..

The brief details of all members of Board are annexed to this report as ANNEXURE-C.

The following persons are Key Managerial Personnel of the Company

At the time of appointment, all the disclosures and declarations pursuant to Section 164(2) of the Companies Act, 2013 and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2015, none of the Directors of the Company is disqualified from being appointed as Director. Further, all intimations pertaining to such appointments made during the year has been given to Stock Exchange where the shares of the Company are listed and also the relevant records are duly updated with the Registrar of Companies, AHMEDABAD(GUJ.), wherever required.

RE-APPOINTMENT OF DIRECTORS BY ROTATION

During the year Mohit Bery, M.D. of the company retires by rotation and being eligible offers himself for re- appointment. (The details regarding his re-appointment as per Listing Agreement is given in the Notice. The reappointment by rotation would not be deemed as break of his tenure as M.D.

APPOINTMENT/RE-APPOINTMENT OF INDEPENDENT DIRECTORS AND STATEMENT OF DECLARATIONS BY INDEPENDENT DIRECTOR

The Company, as on 31st March, 2016, has following Independent Directors;

- a) JAYESH BABULAL SHAH, DIN-00842926
- b) PRAVEEN VENUGOPAL, DIN-00392746
- c) SUNITA VENUGOPAL, DIN-00456669

All the Independent Directors are well appointed on the Board of Company in compliance with the Companies Act, 2013 and the Regulation 25 of SEBI(LODR), 2015 . Further, all Independent Directors shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years after passing a special resolution by the Company and disclosure of such appointment in the Board's Report. The Company has received declarations from all the Independent Directors of the Company