

GUJCHEM DISTILLERS INDIA LIMITED

(CIN: L24230GJ1939PLC002480)



78th ANNUAL REPORT 2016-2017

Directors SMT. HEM MANISH, Managing Director
SHRI SHASHIKANT D. PANDYA, Director
SHRI TAPAN HARESH CHOKSHI, Director
SMT. SACHI DILIP PARIKH, Director

Auditors SHARP & TANNAN
Chartered Accountants

Company Secretary MRS. MANALI M. SHAH

Chief Financial Officer TATU ARVIND

Bankers DENA BANK

Registered Office Office No. 6, 2nd Floor,
National Chambers,
Nr. City Gold, Ashram Road,
Ahmedabad-380009
Phone: +91 7926580893
E-mail : gujcheminvestors@gmail.com
(CIN: L24230GJ1939PLC002480)

**Registrar and
Share Transfer Agent** Link Intime India Pvt. Ltd.
5th Floor, 506 to 508, Amarnath Business Centre,
Off C. G. Road, Ahmedabad - 380 009.
Phone : 079-2646 5179

GUJCHEM DISTILLERS INDIA LIMITED

(CIN: L24230GJ1939PLC002480)

Regd. Office : Office No. 6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad-380009

E-mail : gujchemdistillers@gmail.com Web : gujchemdistillers.com

NOTICE

NOTICE is hereby given that the 78th Annual General Meeting of the Members of the Company will be held on Friday, 1st September, 2017 at 4.00 p.m. at the Registered Office of the Company at Office No. 6, 2nd Floor, National Chambers, Nr. City Gold, Ashram Road, Ahmedabad-380009 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company including Balance Sheet as at 31st March, 2017, Statement of Profit and Loss and Cash Flow statement for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Smt. Hem Manish (holding DIN: 01428688), who retires by rotation and being eligible offers herself for re-appointment.
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 the section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), SHAH KHAKHI AND ASSOCIATES, Chartered Accountants, Firm Registration Number: 126506W, Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company, in place of Sharp & Tannan, Chartered Accountants, Mumbai, for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held for the financial year ending on 31st March, 2022, subject to the ratification of their appointment by the members at every Annual General Meeting, on the remuneration as may be decided by Smt. Hem Manish, Managing Director of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

4. 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 of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force read with schedule IV of the Companies Act, 2013 Shri Shashikant D. Pandya (holding DIN 01672981), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Act and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director and being eligible for re-appointment be and is hereby re-appointed as an Independent Director of the Company, for further term of 5 (Five) consecutive years up to March 31, 2022, and he shall not be liable to retire by rotation.

5. 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 Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to maintain the Register of Members together with the Index of members of the Company under section 88 of Act and copies of the Annual Returns under section 92 of the Act at the office premises of Link Intime India Pvt. Ltd., Registrar and Transfer Agent (RTA), 506-508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Near XT Xavier's College Corner, Navrangpura, Ahmedabad

- 380009, and such other places as the RTA, shift its office from time to time instead of the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.

Date: 31st July, 2017

Place : Ahmedabad

Regd. Office:

Office No.6, 2nd Floor, National Chambers,

Nr. City Gold, Ashram Road, Ahmedabad 380009

By order of the Board,

FOR GUJCHEM DISTILLERS INDIA LIMITED

HEM MANISH

Managing Director

DIN-01428688

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** The Proxies in order to be valid must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as the proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case the proxy is proposed to be appointed by a member holding more than 10% of total share capital of the Company then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send the Company, a certified copy of Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
4. Members holding shares in electronic form are requested to intimate immediately the change, if any in their registered address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any such change to the Company or its Share Transfer Agent i.e. Link Intime India Pvt. Ltd. quoting their folio numbers.
5. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their Bank details, NECS mandates, nominations, Power of attorney, Change of address/name, PAN details etc. to their Depository Participants only. However members holding shares in physical mode are required to notify any change pertaining their Bank details, NECS, mandates, nominations, Power of Attorney, change of address/ name, PAN details, etc. to Registrar and Share Transfer Agent i.e. M/s. Link Intime India Pvt. Limited, 5th Floor, 506 to 508 Amarnath Business Centre, Besides Gala Business Centre, Off C.G.Road, Navrangpura, Ahmedabad -380009.
6. Members / proxies are requested to bring the attendance slip send herewith duly filled in for attending the meeting and are also requested to bring the copy of Annual Report, to the meeting.
7. 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.
8. Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.
9. The annual accounts, the reports and all other documents required under the law to be annexed thereto and referred to in the accompanying Notice and the explanatory statement are available for inspection during working hours at the Registered Office of the Company on any working day up to the conclusion of this meeting. Members may also note that the notice of annual general meeting will also be available on the website of the Company i.e. www.gujchemdistillers.com for their download.
10. Members desiring to seek information on Financial Statements to be explained at the meeting are

requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company or to their registrar.
12. The Ministry of Corporate Affairs (MCA), New Delhi has taken "Green initiatives in Corporate Governance" by allowing paperless compliance by the Companies and issued a circular clarifying that the service of documents to be made by a Company can be made through electronic mode. To support the green initiative of the Ministry of Corporate Affairs, members who have not yet registered their e-mail id are requested to register the same immediately. Members holding shares in physical form are requested to register their e-mail id by communicating the same to the Company mentioning their Folio number. Members holding shares in electronic form are requested to register their e-mail id with their Depository Participants in this regard.
13. Copies of the Annual Report for the year 2016-17 along with notice convening the Annual General Meeting are being sent by electronic mode to all the members whose email addresses are registered with the Company/DP. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members who have not registered their e mail address with the Company are requested to get their E-mail Ids registered with the Company.
14. Brief Particulars of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting of the Company pursuant to Regulation of 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI:

Name of Director	Smt. Hem Manish	Shri Shashikant D. Pandya
Date of Birth	21/03/1967	08/09/1936
Age (Years)	50	81
Qualification Expertise and Experience	Commerce Graduate Expertise in the field of Administration & Finance.	He is a retired Deputy Commissioner of police. He is having a rich experience of varied fields including legal and administration.
Date of first appointment	16/04/2015	01/10/2004
Shareholding in the Company	61,727	50
Relationship with other Directors, Manager or KMP	Relative of Ms. Tatu Arvind, CFO	None
Number of meeting of the Board attended during the year	4	4
@ List of other Companies in which directorship is held	-	-
\$ List of other Companies in which Director is a Chairman/ Member of the Committee of the Board	-	-

@ Excludes alternate Directorship / Directorship of Private Limited Companies, Foreign Companies and Companies covered under Section 8 of the Companies Act, 2013.

\$ Member/Chairperson of Audit Committee and Stakeholders Relationship Committee only is considered.

15. In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the 78th Annual General Meeting (AGM). Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate remote e-voting. The detailed process, instructions and manner for availing remote e-voting facility is as given under the notes. The Members can cast their vote online from 10.00 A.M on Tuesday, 29th August, 2017 to 5.00 P.M. on Thursday, 31st August, 2017 (Both days Inclusive).
16. A Route Map showing the Directions to reach the venue of the 78th Annual General Meeting is attached herewith as per the requirement of Secretarial Standards – 2 on General Meeting.
17. The Board of Directors have appointed Shri Umesh G. Parikh, Proprietor of M/s. Umesh Parikh & Associates, Practicing Company Secretary, (Membership No. 4152) as the Scrutinizer to scrutinize the remote e-voting and poll process at the Annual General Meeting in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not being in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Managing Director or a person authorized by her in writing who shall counter sign the same.
18. The result will be declared on receipt of Scrutinizer's Report. The result declared along with the scrutinizer's report will be available on the website of the Company www.gujchemdistillers.com and on the website of agency (www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] and Ahmedabad Stock Exchange Limited [ASE], where the equity shares of the Company are listed, within the prescribed period.
19. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
20. The facility for voting through poll shall be made available to the members at the Annual General Meeting. The Members attending the meeting shall be able to exercise the voting rights at the meeting. Members who have cast their vote electronically prior to the Meeting may also attend the meeting, but shall not be entitled to cast their vote again. In case the member cast their vote through both the modes then the voting done through electronic mode shall prevail and vote cast through poll shall be treated as invalid. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
21. Members are requested to vote only through electronic system or through poll at the Annual General Meeting and in no other form.
22. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the Annual General meeting to facilitate identification of membership at the Annual General meeting.
23. Any person, who acquires shares of the company after the dispatch of the Notice and holds shares as on cut-off date, may cast the vote after following the instructions for remote e-voting as provided in the notice convening the meeting. However if you are already registered with the CDSL for remote e-voting, then you can use the existing User-Id and password for casting your vote.
24. Shri Jayraj Chauhan, Officer of the Company, shall be responsible for addressing all the grievances in relation to this Annual General Meeting including remote e-voting. His contact details are - Email: gujchemdistillers@gmail.com Phone No. : (079) 26580893, Address: Office No. 6, 2ndFloor, National Chambers Nr. City Gold, Ashram Road, Ahmedabad – 380 009.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10.00 A.M. on Tuesday, 29th August, 2017 and ends on 5.00 P.M. on Thursday, 31st August, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

a.	For CDSL: 16 digits beneficiary ID,
b.	For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c.	Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Gujchem Distillers India Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT".

A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change

your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

CONTACT DETAILS:

Company	: GUJCHEM DISTILLERS INDIA LIMITED
Registrar and transfer agent	: Link Intime India Pvt. Ltd.
E-voting Agency	: Central Depository Services (India) Limited
E-mail ID	: helpdesk.evoting@cdslindia.com
Scrutinizer	: Shri Umesh G. Parikh (Proprietor of M/s. Umesh Parikh & Associates) Practicing Company Secretary.
Email id	: Helpdesk.evoting@cdslindia.com

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

ITEM NO.4:

The Board of Directors of the Company at its Meeting held on 10th February, 2017 appointed Shri Shashikant D. Pandya (DIN: 01672981) as an Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013 who shall hold office till the conclusion of the ensuing Annual General Meeting.

The Company has received a notice from member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for appointment as an Independent Director of the Company. He has also given the declaration to the board that he fulfills the criteria of independence as provided under section 149(6) of the Act.

Based on the performance evaluation and on recommendation of Nomination and Remuneration Committee the re-appointment of Shri Shashikant D. Pandya as an Independent Director is proposed by the Board to the members in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

All the relevant documents with regard to re-appointment of Shri Shashikant D. Pandya as an Independent Director shall be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any day, excluding Saturday and Sunday till the date of Annual General Meeting.

The Board considered that the appointment of Shri Shashikant D. Pandya would be of immense benefit to the Company and it is desirable to continue to avail his service as a Director. Your Directors recommend the passing of the proposed Resolution.

Except Shri Shashikant D. Pandya, being an appointee, none of the other Directors, Key Managerial personnel and / or their relatives are concerned or interested, financially or otherwise in the proposed Resolution.

ITEM NO.5

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Accordingly, the approval of the members is sought in terms of Section 94 of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent ("RTA"), Link Intime India Pvt. Ltd., at 506-508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Off C G Road, Navrangpura, Ahmedabad - 380009, and such other places as the RTA, shift its office from time to time.

A copy of the proposed resolution will be forwarded in advance to the Registrar of Companies, Gujarat, Ahmedabad, as required under the said Section 94 (1) of the Companies Act, 2013.

The Directors recommends passing of the proposed special resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested financially or otherwise in the proposed resolution.

Date: 31st July, 2017

Place : Ahmedabad

Regd. Office:

Office No.6, 2nd Floor, National Chambers,

Nr. City Gold, Ashram Road, Ahmedabad 380009

By order of the Board,
FOR GUJCHEM DISTILLERS INDIA LIMITED

HEM MANISH
Managing Director
DIN- 01428688

DIRECTORS' REPORT

To,
The Members,
GUJCHEM DISTILLERS INDIA LIMITED

Your Directors present herewith the 78th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2017.

FINANCIAL RESULTS:

The operating results of the Company for the year ended on 31st March, 2017 are briefly indicated below:

	(Rs. in Lacs)
	2016-2017
	Rs.
Profit (Loss) before depreciation & Extra ordinary item	(37.01)
Less: Depreciation and amortization	8.12
Profit/(Loss) before extra ordinary item	(45.13)
Extra ordinary Item	—
Less :Current tax	—
Income tax of earlier years	1.24
Profit/ (Loss) for the year	(46.37)
Surplus in the statement of Profit & Loss Brought forward	334.31
Balance of surplus carried forward	287.93

DIVIDEND:

In view of losses, your Directors regret their inability to recommend dividend for the year under review.

TRANSFER TO RESERVE:

During the year under review, the Company has not transferred any amount to Reserves.

OPERATIONS / STATE OF COMPANY'S AFFAIRS:

During the year under review, there was gross revenue of Rs. 35.38 Lakhs (previous year Rs. 29.80 Lakhs) and has incurred net loss of Rs. 46.37 Lakhs (Previous year profit of Rs.194.31 Lakhs) including extra ordinary item, after providing Depreciation of Rs. 8.12 Lakhs (Previous year Rs. 8.18 Lakhs).

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION:

There were no material changes affecting the financial position of the Company occurred between the end of financial year to which the statement relates and the date of Directors' Report.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

The Management Discussions & Analysis Report forms part of the Corporate Governance report annexed to this report.

DEPOSITS:

The Company has not accepted or renewed any deposits from public falling within the purview of Section 73 of Companies Act, 2013 during the financial year under review.

CORPORATE SOCIAL RESPONSIBILITY:

Your Company does not fall under the criteria mentioned in the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, and accordingly the Company is not required to constitute CSR Committee nor is it required to spend any amount in CSR Activity.