

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the Extra Ordinary General Meeting No. 01/2023-24 of the Members of Gujarat Inject Kerala Limited ("the Company") will be held on Saturday, January 20, 2024 at 03:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

**Special Businesses:**

**Item No. 1:**

**To adopt new Memorandum of Association of the Company containing regulations in conformity with the Companies Act, 2013:**

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

**"RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new sets of Memorandum of Association in place of the existing Memorandum of Association, copy of which is placed before the meeting with following alterations;

- a) The words "Companies Act, 1956" wherever appearing in the Memorandum of Association of the Company, be replaced with the words "Companies Act, 2013";
- b) The reference to relevant sections of Companies Act, 1956 wherever appearing in the Memorandum of Association of the Company, be replaced with the relevant corresponding Sections of Companies Act, 2013;
- c) The style of clause numbers of the memorandum of association be changed from Roman numeric to English numeric like 1, 2, 3 etc.;
- d) The existing "Clause III[A] - The main Objects of the Company to be pursued by the Company on its incorporation are" be substituted by the new sub-heading "Clause 3(A) - The Objects to be pursued by the Company on its incorporation are";
- e) The existing "Clause III[B] - The Objects incidental or ancillary to the attainment of the Main Objects" be substituted by the new sub-heading "Clause 3(B) - Matters which are necessary for furtherance of the objects specified in Clause 3(A) are";
- f) The existing Clause III[C] be deleted in entirety; and
- g) The existing liability clause be substituted with following clause in line of new clause provided as per Companies Act, 2013;

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

**RESOLVED FURTHER THAT** the Memorandum of Association incorporating the aforesaid alterations as placed before the Meeting of Members be and is hereby adopted in place of existing Memorandum of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

**Item No. 2:**

**To alter Main Object Clause of newly adopted Memorandum of Association of the Company by way of addition of Objects related to Agriculture Products:**

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for alteration of Main Object Clause i.e. Clause 3(A) of the newly adopted Memorandum of Association of the Company by adding the following clause as Sub Clause 2 after existing Sub Clause 1 of Clause 3(A) in the newly adopted Memorandum of Association of the Company:

- "2. To carry on business in India or elsewhere as trader, importer, exporter, buyer, seller, movers, packers, stockists, agents, sub-agents, merchants, manufacturer, processor, preparer, preserver, refiner, distributors, consignors, brokers, or otherwise to deal in all kinds and description of agriculture products, fruits, vegetables, edible & Non-edible oils & food products and commodities such as pulses, cereals, spices and seeds, including toor dal, mug dal, urad dal, chana dal, masoor dal, kidney beans, seeds, fertilisers, manures, plant or animal foods, pesticides including insecticides, herbicides or weedicides, and fungicides and all types of rice, maize, milo seeds, cotton seeds, soyabeans, ground nuts etc. and other agricultural products and commodities."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the "Board" which term shall be deemed to include its committees also) or Company secretary so authorized by the Board, be and are hereby authorized to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

# GUJARAT INJECT (KERALA) LIMITED

CIN: L18100KL1991PLC005926

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

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

Web site: www.gujaratinject.in; Email: gikl2015@hotmail.com; Mob. No.: +91 98985 93314

## Item No. 3:

### To increase the Authorized Share Capital of the Company and make consequent alteration in Clause 5 of the newly adopted Memorandum of Association:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rupees 7,00,00,000/- (Rupees Seven Crores only) divided into 7000000 (Seventy Lakh only) Equity Shares of Rupees 10/- (Rupees Ten Only) each, to Rupees 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15000000/- (One crore Fifty Lakh Only) Equity Shares of Rupees 10/- (Rupees Ten Only) each and that existing Clause 5 of the newly adopted Memorandum of Association of the Company be replaced with following new Clause 5:

“5. The Authorised Share Capital of the Company is Rupees 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15000000 (One Crore Fifty Lakh) Equity Shares of Rupees 10/- (Rupees Ten Only) each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

## Item No. 4:

### To adopt new set of Articles of Association of the Company:

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

**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of the Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

## Item No. 5:

### Issue of fully Convertible Equity Warrant of the Company on a preferential basis:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('LODR Regulations'), the listing agreement entered into by the Company with BSE Limited ('Stock Exchange') and subject to other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any of its committees duly constituted/to be constituted by the Board of Directors to exercise its powers including powers conferred under this resolution); the consent of the members of the Company be and is hereby accorded to offer, issue and allot 9750000 (Ninety Seven Lakh Fifty Thousands Only) fully convertible Equity Warrants ("Warrant(s)", at a price of Rs. 10/- (Rupees Ten Only) each payable in cash ("Warrants Issue Price"), aggregating to Rs. 9,75,00,000 (Rupees Nine Crores Seventy Five Only), convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each in one or more tranches on preferential basis ("Preferential Issue") to the Proposed Allottees as stated herein below, upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard;

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| Sr. No. | Name of Proposed Allottees       | Category of Allottees                   | No. of Shares proposed to be allotted |
|---------|----------------------------------|---|---------------------------------------|
| 1.      | Bhupendra J Rathod (HUF)         | Public - Non-Institutional - HUF        | 600000                                |
| 2.      | Jagatsing Nathusingh Rathod      | Public - Non-Institutional - Individual | 600000                                |
| 3.      | Jaydeepa Bhupendra Rathod        | Public - Non-Institutional - Individual | 600000                                |
| 4.      | Kamlaba J Rathod                 | Public - Non-Institutional - Individual | 542500                                |
| 5.      | Meenaben Surendrakumar Shah      | Public - Non-Institutional – Individual | 500000                                |
| 6.      | Shah Surendra Nemchand           | Public - Non-Institutional – Individual | 500000                                |
| 7.      | Patel Mital Shreyasbhai          | Public - Non-Institutional – Individual | 250000                                |
| 8.      | Shivlal Kuberbhai Patel          | Public - Non-Institutional – Individual | 1750000                               |
| 9.      | Jignesh Shivlal Makasana         | Public - Non-Institutional – Individual | 1750000                               |
| 10.     | Jagrutbhai Kesaribhai Mehta      | Public - Non-Institutional - Individual | 1000000                               |
| 11.     | Rajesh Shantilal Sanghvi         | Public - Non-Institutional - Individual | 1000000                               |
| 12.     | Gautam Keshavlal Chauhan (HUF)   | Public - Non-Institutional - HUF        | 225000                                |
| 13.     | Pradip Narottambhai Vegada (HUF) | Public - Non-Institutional - HUF        | 432500                                |

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum price for the Preferential Allotment of the Equity Shares shall be Thursday, December 21, 2023 ("Relevant Date"), being the day 30 days prior to the date of passing of special resolution at General Meeting (i.e. Saturday, January 20, 2024);

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of warrants and allotment of equity shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- Minimum amount of Rs. 2.50/- (Rupees Two and Fifty Paise Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 7.50/- (Rupees Seven and Fifty Paise Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).
- The Warrants shall not carry any voting rights until they are converted into equity shares;
- The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date') together with the balance payment of 75% of the value of warrants to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company;
- The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations;
- The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants / Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

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**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board, Key Managerial Personnel be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

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**By order of the Board of Directors,  
Gujarat Inject (Kerala) Limited**

Sd/-

Place: Vadodara  
Date: 28/12/2023

**Murli Nair**  
Wholetime Director & CFO  
DIN: 02243039

## NOTES FOR SHAREHOLDERS FOR EOGM:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting (“Meeting”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 Dated: September 25, 2023 prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/ OAVM. In terms of the said circulars, the Extra Ordinary General Meeting (EOGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company’s website [www.gujaratinject.in](http://www.gujaratinject.in). The deemed venue for the EGM shall be the Registered Office of the Company.

2. A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the EGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this EOGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [csanandlavingia@gmail.com](mailto:csanandlavingia@gmail.com) with copies marked to the Company at [gikl2015@hotmail.com](mailto:gikl2015@hotmail.com) and to National Securities Depository Limited (NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of EGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at [www.gujaratinject.in](http://www.gujaratinject.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.
9. Members seeking any information with regard to the accounts or any matter to be placed at the EGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at [gikl2015@hotmail.com](mailto:gikl2015@hotmail.com) on or before January 12, 2024 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

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10. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to gikl2015@hotmail.com.
  - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to gikl2015@hotmail.com.
  - (c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
  - (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("BSPL"), having its office at A-802, Samudra Complex, Near Klassic Gold Hotel, Off C.G Road, Navrangpura, Ahmedabad - 380 009, by following the due procedure.
  - (f) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, BSPL to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.
12. 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 can contact their DP in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.
13. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE EXTRA ORDINARY GENERAL MEETING THROUGH VC/OAVM:**
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.
  - ii. The Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, January 13, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Saturday, January 13, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
  - iv. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 09:00 a.m. on Wednesday, January 17, 2024 and will end on 05:00 P.M. on Friday, January 19, 2024. In addition, the facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting.
  - v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
  - vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Saturday, January 13, 2024.
  - vii. The Company has appointed CS Anand S Lavingia, Practicing Company Secretary (Membership No. ACS: 26458; CP No: 11410), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

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## INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

### Step 1: Access to NSDL e-voting system:

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL.                                    | <p>A. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>B. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>C. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"><p><b>NSDL Mobile App is available on</b></p><p> <b>App Store</b>       <b>Google Play</b></p>      </div> |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <p>A. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>B. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>D. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>   |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>  |

# GUJARAT INJECT (KERALA) LIMITED

CIN: L18100KL1991PLC005926

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

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

Web site: [www.gujaratinject.in](http://www.gujaratinject.in); Email: [gikl2015@hotmail.com](mailto:gikl2015@hotmail.com); Mob. No.: +91 98985 93314

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:**

| Login type   | Helpdesk details  |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

### **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:**

- |  |   |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.            | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

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## Step 2: Cast your vote electronically on NSDL e-Voting system:

### How to cast your vote electronically on NSDL e-Voting system?

- 1) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- 2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csanandlavingia@gmail.com](mailto:csanandlavingia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any query relating to remote e-voting you may refer the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 224 430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [gikl2015@hotmail.com](mailto:gikl2015@hotmail.com). The same will be replied by the company suitably.

## CONTACT DETAILS

|                              |   |
|------------------------------|---|
| Company                      | <b>GUJARAT INJECT (KERALA) LIMITED</b><br>Registered office: Bldg No. XVII/1103 at Sarayu Arcade Satrapadi, Kanjikode, Palakkad – 678 621<br>Administrative Office: SB-06, Paradise Complex, Opp. M.S. University, Sayajiganj, Vadodara – 390 005<br>Web site: <a href="http://www.gujaratinject.in">www.gujaratinject.in</a> ; Email: <a href="mailto:gikl2015@hotmail.com">gikl2015@hotmail.com</a> ; Mob. No.: +91 98985 93314 |
| Registrar and Transfer Agent | <b>BIGSHARE SERVICES PRIVATE LIMITED</b><br>A-802, Samudra Complex, Near Klassic Gold Hotel, Off C.G Road, Navrangpura, Ahmedabad – 380 009<br>Tel No.: +91-79-4002 4135; Email: <a href="mailto:bssahd@bigshareonline.com">bssahd@bigshareonline.com</a> ; Web: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>   |
| E-Voting Agency & VC / OAVM  | Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a><br>NSDL help desk 1800 1020 990 and 1800 22 44 30   |
| Scrutinizer                  | <b>Mr. Anand S Lavingia</b><br>Email: <a href="mailto:csanandlavingia@gmail.com">csanandlavingia@gmail.com</a> ; Tel No.: +91 79 – 3578 9144  |



**EXPLANATORY STATEMENT**

**(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)**

**Item No. 1:**

**To adopt new Memorandum of Association of the Company containing regulations in conformity with the Companies Act, 2013: SPECIAL RESOLUTIONS**

The existing Memorandum of Association ("MoA") are based on the Companies Act, 1956 and several regulations in the existing MoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing MoA are no longer in conformity with the new Companies Act, 2013.

With the coming into force of the Companies Act, 2013, several regulations of the existing MoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing MoA by a set of new MOA.

The Board at its meeting held on December 16, 2023 proposed to adopt new set of Memorandum of Association in place of existing Memorandum of Association of the Company and seek shareholder's approval for the same.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.gujaratinject.in for Members' Inspection.

As per Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (as amended), alteration of Memorandum of Association of the Company requires approval of the Members by passing a Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 1 as a Special Resolution.

**Item No. 2:**

**To alter Main Object Clause of newly adopted Memorandum of Association of the Company by way of addition of Objects related to Agriculture Products: SPECIAL RESOLUTIONS**

The board of directors has decided to add the activities related to Agriculture Products in the object clause of the Company as set out in the Resolution No. 2.

The Company is presently engaged in the trading of readymade garments. The Company wishes not to drop any such business opportunity which arises in future and hence decided to add objects related to Agriculture Products in existing Clause 3(A).

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the "MoA"). The Board of Directors, on December 16, 2023, has approved the proposed addition of objects in Main Clause of the newly adopted MoA of the Company, subject to the approval of the Members of the Company by way of Special Resolutions.

The special resolution passed by the members shall be filed with the Registrar of Companies who shall register the alteration of the newly adopted MoA with respect to the objects of the Company and certify the registration.

The Board recommends the matter and the resolution for the approval of the Members by way of passing Special Resolutions for effecting the alteration in the existing Object Clause of the MoA of the Company by adding sub-clause 3 and 4 in Clause 3(A) of the newly adopted MoA.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.gujaratinject.in for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolutions.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolutions, except to the extent of their equity shareholdings held by them in the Company.

**Item No. 3**

**To increase the Authorized Share Capital of the Company and make consequent alteration in Clause 5 of the newly adopted Memorandum of Association: SPECIAL RESOLUTIONS**

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rupees 7,00,00,000/- (Rupees Seven Crores only) divided into 7000000 (Seventy Lakh only) Equity Shares of Rupees 10/- (Rupees Ten Only) each, to Rupees 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15000000/- (One crore Fifty Lakh Only) Equity Shares of Rupees 10/- (Rupees Ten Only), by way of creation of an additional 8000000 (Eighty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten only) each, ranking pari passu in all respect with existing equity shares of the company, aggregating to Rupees 8,00,00,000/- (Rupees Eight Crores only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause 5) in the newly adopted Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.gujaratinject.in for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

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## Item No. 4

### To increase the Authorized Share Capital of the Company and make consequent alteration in Clause 5 of the newly adopted Memorandum of Association: SPECIAL RESOLUTIONS

Upon enactment of the Companies Act, 2013, the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on December 16, 2023 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The Draft amended Articles of Association has been placed on the website of the Company - www.gujaratinject.in for Members' Inspection and also available for inspection by the shareholders of the Company during normal business hours at the Administrative office of the Company

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

## Item No. 5:

### Issue of fully Convertible Equity Warrant of the Company on a preferential basis:

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rupees 10/- each of the Company ('Equity Shares') are listed, approval of shareholders of the Company by way of special resolution is required for allotment of fully convertible Equity Warrants ("Warrant(s)") on preferential basis to the Proposed Allotees of the Company.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. None of the Promoters and Directors of the Company are fugitive economic offender.
6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
7. The Proposed Allotees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Thursday, December 21, 2023. *It is to be mentioned that Mr. Shreyashkumar Patel had sold the equity shares of the Company during the 90 trading days preceding the relevant date and accordingly, the Company has withdrawn the name of Mr. Shreyashkumar Patel from the proposed allottees.*

The Proposed Allotees have further confirmed that the Proposed Allotees shall be an entity eligible under SEBI ICDR Regulations to undertake the preferential issue.

8. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the EGM seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and SEBI (ICDR) Regulations, necessary information or details in respect of the proposed Preferential Issue of Warrants are as under:

#### A. Particulars of the offer including date of passing of Board resolution:

The Board of Directors at its meeting held on December 16, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 9750000 (Ninety-Seven Lakh Fifty Thousands Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each, at a price of Rs. 10/- (Rupees Ten Only) each payable in cash ('Warrants Issue Price'), aggregating to Rs. 9,75,00,000 (Rupees Nine Crores Seventy Five Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the Proposed Allotees, by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

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## **B. Kinds of securities offered and the price at which security is being offered:**

9750000 (Ninety-Seven Lakh Fifty Thousands Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each, at a price of Rs. 10/- each, at a price of Rs. 10/- (Rupees Ten Only) each payable in cash ("Warrants Issue Price"), aggregating to Rs. 9,75,00,000 (Rupees Nine Crores Seventy Five Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the Proposed Allottees, by way of a preferential issue through private placement offer in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

## **C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer:**

The Equity Shares of Company are listed on BSE Limited (BSE) for a period of more than 90 trading days as on the relevant date i.e. Thursday, December 21, 2023 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

### ***In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:***

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Articles of Association of the Company – Article 6(C)(1) does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, pursuant to Regulation 166A of SEBI ICDR Regulations, in case the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters;

- Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:

Or

- Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations.

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated December 22, 2023 from Mr. Manish Santosh Buchasia, an Independent Registered Valuer having its office at 306, "Gala Mart" Nr Sobo Centre, Before Safal Parisar, Above Sbi/Union Bank, South Bopal, Ahmedabad - 380058, Gujarat and Registration No: IBBI/RV/03/2019/12235 and the copy of the same has been hosted on the website of the Company which can be accessed at <https://gujaratinject.in/files/EOGM/SIGNED%20VALUATION%20REPORT.pdf> under Investor tab.

As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166A(1) of the SEBI ICDR Regulations, at which Warrants / Equity Shares to be issued is Rupees 9.70. However, as per Section 53 of the Companies Act, 2013 company cannot issue shares at discount. Accordingly, the issue price for this Preferential Issue is kept at Rupees 10.00 per Warrant which is in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

Moreover, the Company has also obtained Pricing Certificate dated December 28, 2023 from Mr. Anand Sureshbhai Lavingia, Practicing Company Secretary having his office at 415-416, 4th Floor, Pushpam Mall, Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad - 380 015, Gujarat, India and the copy of the same has been hosted on the website of the Company which can be accessed at <https://gujaratinject.in/files/EOGM/Pricing%20Certificate%2028-12-2023.pdf> under Investor tab.

## **D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Warrants and consequent equity shares under the Preferential Issue is for cash consideration.

## **E. The price or price band at/within which the allotment is proposed:**

There shall be no price band. All the warrants under this preferential issue shall be made at an issue price Rupees 10.00 per Warrant, being issue price higher than the issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

## **F. The Objects of the issue through preferential offer:**

The proceeds of the preferential offer are proposed to be used to augment our capital base, to meet increased working capital requirements, Capital Expenditure and the General Corporate purpose, as the Board from time to time decides.

## **G. The total number of Warrants to be issued:**

The total number of Warrants proposed to be issued is 9750000 Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each.

## **H. Amount which the company intends to raise by way of such Equity Shares:**

Considering, issue price as Rupees 10.00 per Warrant, the Company intends to raise total sum of Rupees 9.75 Crore.

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**I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

None of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management are intending to subscribe to the offer or contributing, either as part of the offer or separately, in furtherance of objects.

**J. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Person other than the promoters & promoter group.

**K. The time within which the preferential issue shall be completed:**

As required under SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

**L. Shareholding Pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after the Preferential Issue offer would be as under:

| Category of Shareholders   | Pre-Issue <sup>(1)</sup> |                | Post Issue <sup>(2)</sup> |                |
|--|--------------------------|----------------|---------------------------|----------------|
|  | No. of Equity Shares     | %              | No. of Equity Shares      | %              |
| <b>A. Promoter &amp; Promoter Group</b>  |                          |                |                           |                |
| <b>1. Indian</b>   |                          |                |                           |                |
| Individuals/ Hindu Undivided Family  | 0                        | 0.00%          | 0                         | 0.00%          |
| Bodies Corporate   | 200                      | 0.00%          | 200                       | 0.00%          |
| <b>Sub Total (A)(1)</b>  | <b>200</b>               | <b>0.00%</b>   | <b>200</b>                | <b>0.00%</b>   |
| <b>2. Foreign</b>  | 0                        | 0.00%          | 0                         | 0.00%          |
| <b>Sub Total (A)(2)</b>  | <b>0</b>                 | <b>0.00%</b>   | <b>0</b>                  | <b>0.00%</b>   |
| <b>Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>            | <b>200</b>               | <b>0.00%</b>   | <b>200</b>                | <b>0.00%</b>   |
| <b>B. Non-promoters' holding (Public shareholding)</b>                                     |                          |                |                           |                |
| <b>1. Institutions</b>   | 0                        | 0.00%          | 0                         | 0.00%          |
| <b>Sub-Total (B) (1)</b>   | <b>0</b>                 | <b>0.00%</b>   | <b>0</b>                  | <b>0.00%</b>   |
| <b>2. Central Government/State Government(s)/President of India</b>                        | 0                        | 0.00%          | 0                         | 0.00%          |
| <b>Sub-Total (B) (2)</b>   | <b>0</b>                 | <b>0.00%</b>   | <b>0</b>                  | <b>0.00%</b>   |
| <b>3. Non-institutions</b>   |                          |                |                           |                |
| a. Individuals -   |                          |                |                           |                |
| i. Individual shareholders holding nominal share capital up to Rupees 2 lakh.              | 3272289                  | 66.80%         | 3272289                   | 22.34%         |
| ii. Individual shareholders holding nominal share capital in excess of Rupees 2 lakh.      | 970638                   | 19.81%         | 9463138                   | 64.60%         |
| b. NBFCs registered with RBI   | 0                        | 0.00%          | 0                         | 0.00%          |
| c. Non-Resident Indian   | 31650                    | 0.65%          | 31650                     | 0.22%          |
| d. Hindu Undivided Families  | 30700                    | 0.63%          | 1063200                   | 7.26%          |
| e. Any Other (Specify)   |                          |                |                           |                |
| i. Bodies Corporate  | 40610                    | 0.83%          | 40610                     | 0.28%          |
| ii. Directors and their Relatives  | 515168                   | 10.52%         | 740168                    | 5.05%          |
| iii. Clearing Member   | 37745                    | 0.77%          | 37745                     | 0.26%          |
| <b>Sub-Total (B) (3)</b>   | <b>4898800</b>           | <b>100.00%</b> | <b>14648800</b>           | <b>100.00%</b> |
| <b>Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>                              | <b>4898800</b>           | <b>100.00%</b> | <b>14648800</b>           | <b>100.00%</b> |
| <b>C. Shares held by Custodians and against which Depository Receipts have been issued</b> | <b>0</b>                 | <b>0.00%</b>   | <b>0</b>                  | <b>0.00%</b>   |
| <b>Sub Total (C)</b>   | <b>0</b>                 | <b>0.00%</b>   | <b>0</b>                  | <b>0.00%</b>   |
| <b>GRAND TOTAL (A)+(B)+(C)</b>   | <b>4899000</b>           | <b>100.00%</b> | <b>14648800</b>           | <b>100.00%</b> |

**Note:**

- 1) The Pre Issue Shareholding Patterns is as on Friday, December 22, 2023.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Warrants which they are intent to do so and later will convert to equivalent equity shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants / Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
- 3) It is further assumed that shareholding of the Company in all other categories will remain unchanged.

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4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

| Name of Proposed Allottees       | Category                                | Ultimate Beneficial Owner   |
|----------------------------------|---|---|
| Bhupendra J Rathod (HUF)         | Public - Non-Institutional - HUF        | Bhupendra J Rathod – Karta<br>Jaydeepa Bhupendra Rathod - Member<br>Jaivalsinh Bhupendrasinh Rathod – Member<br>Yashaswi Bhupendrasinh Rathod – Member                                      |
| Jagatsing Nathusingh Rathod      | Public - Non-Institutional - Individual | Self  |
| Jaydeepa Bhupendra Rathod        | Public - Non-Institutional - Individual | Self  |
| Kamlaba J Rathod                 | Public - Non-Institutional - Individual | Self  |
| Meenaben Surendrakumar Shah      | Public - Non-Institutional – Individual | Self  |
| Shah Surendra Nemchand           | Public - Non-Institutional – Individual | Self  |
| Patel Mital Shreyasbhai          | Public - Non-Institutional – Individual | Self  |
| Shivlal Kuberbhai Patel          | Public - Non-Institutional – Individual | Self  |
| Jignesh Shivlal Makasana         | Public - Non-Institutional – Individual | Self  |
| Jagrutbhai Kesaribhai Mehta      | Public - Non-Institutional - Individual | Self  |
| Rajesh Shantilal Sanghvi         | Public - Non-Institutional - Individual | Self  |
| Gautam Keshavlal Chauhan (HUF)   | Public - Non-Institutional - HUF        | Gautam Keshavlal Chauhan – Karta<br>Ushaben Gautambhai Chauhan – Member<br>Janvi Gautambhai Chauhan – Member<br>Niharika Gautambhai Chauhan – Member<br>Riyansh Gautambhai Chauhan – Member |
| Pradip Narottambhai Vegada (HUF) | Public - Non-Institutional - HUF        | Pradip Narottambhai Vegada – Karta<br>Dharmishtha Pradipkumar Vegada – Member<br>Manthan Pradipkumar Vegada – Member<br>Zeel Pradipkumar Vegada – Member                                    |

None of the Proposed Allottees have been allotted any securities of the Company during the financial years 2022-23 and 2023-24 (till the date of this Notice).

N. The percentage of post Preferential Issue capital that may be held by them:

| Name of Shareholders             | Category                                | Post Issue*   |       |
|----------------------------------|---|---------------|-------|
|                                  |   | No. of Shares | %     |
| Bhupendra J Rathod (HUF)         | Public - Non-Institutional - HUF        | 600000        | 4.10  |
| Jagatsing Nathusingh Rathod      | Public - Non-Institutional - Individual | 600000        | 4.10  |
| Jaydeepa Bhupendra Rathod        | Public - Non-Institutional - Individual | 600000        | 4.10  |
| Kamlaba J Rathod                 | Public - Non-Institutional - Individual | 542500        | 3.70  |
| Meenaben Surendrakumar Shah      | Public - Non-Institutional – Individual | 500000        | 3.41  |
| Shah Surendra Nemchand           | Public - Non-Institutional – Individual | 500000        | 3.41  |
| Patel Mital Shreyasbhai          | Public - Non-Institutional – Individual | 250000        | 1.71  |
| Shivlal Kuberbhai Patel          | Public - Non-Institutional – Individual | 1750000       | 11.95 |
| Jignesh Shivlal Makasana         | Public - Non-Institutional – Individual | 1750000       | 11.95 |
| Jagrutbhai Kesaribhai Mehta      | Public - Non-Institutional - Individual | 1000000       | 6.83  |
| Rajesh Shantilal Sanghvi         | Public - Non-Institutional - Individual | 1000000       | 6.83  |
| Gautam Keshavlal Chauhan (HUF)   | Public - Non-Institutional - HUF        | 225000        | 1.54  |
| Pradip Narottambhai Vegada (HUF) | Public - Non-Institutional - HUF        | 432500        | 2.95  |

\* The post issue shareholding and percentage in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Warrants which they are intent to do so and later will covert to equivalent equity shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants / Equity Shares, the shareholding and percentage in the above table would undergo corresponding changes.

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## O. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Currently, all the Proposed Allottees are Non-Promoter and after the allotment of warrants / equity shares under this preferential issue, all of them will remain as Non-Promoter.

## P. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issue of equity shares on preferential basis.

## Q. Principle terms of assets charged as securities:

Not Applicable.

## R. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable.

## S. Relevant Date:

The relevant date for the purpose of pricing of Equity Shares shall be Thursday, December 21, 2023, being the day 30 days prior to the date of passing of resolution at General Meeting (i.e. Saturday, January 20, 2024).

## T. Undertaking:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI (ICDR) Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

## U. Practicing Company Secretary's Certificate:

The certificate from Mr. Anand Lavingia, Practicing Company Secretary having his office at 415-416, 4<sup>th</sup> Floor, Pushpam Mall, Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad - 380 015, Gujarat, India and COP No.: 11410, certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://gujaratinject.in/files/EOGM/PCS%20Certificate%20ICDR%2028-12-2023.pdf>.

## V. Lock in Period:

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations

Further, entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of 90 days from the date of trading approval.

## W. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the financial year 2022-23 & 2023-24 till the date of this Notice.

## X. Listing:

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

## Y. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fugitive economic offender or fraudulent borrower:

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 5 for approval of the members as a Special Resolution.

## Registered Office:

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By order of the Board of Directors,  
Gujarat Inject (Kerala) Limited

Sd/-

Place: Vadodara  
Date: 28/12/2023

Murli Nair  
Wholetime Director & CFO  
DIN: 02243039