**GUJARAT FOILS LIMITED**

Corporate Office: Ceejay House, 3rd Floor, Dr. Anrilie Besant
Road, Opp. Atria Mall, Worli, Mumbai- 400018, India
Phone: +91 22 49174500
Website: www.gujaratfoils.com

2nd September, 2017

To,
The DCS – CRD,
Bombay Stock Exchange Limited,
Pheeroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001

Dear Sir/Madam,

Ref: Script Code: 531410/ Gujarat Foils Limited

Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are attaching herewith the following:

1. Notice of the 25th Annual General Meeting to be held on September 27, 2017.
2. Copy of the Notice Published in newspaper on September 1, 2017 in Business Standard - English newspaper and on September 2, 2017 in Western Times - Gujarati newspaper regarding the 25th Annual General Meeting and E-voting.

You are requested to kindly take the same on record.

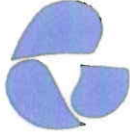
Thanking you,

Yours faithfully,

FOR GUJARAT FOILS LIMITED


RAHUL SINGH
COMPANY SECRETARY





GUJARAT FOILS LIMITED

Corporate Office: Ceejay House, 3rd Floor, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai- 400018, India
Phone: +91 22 49174500
Website: www.gujaratfoils.com

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of GUJARAT FOILS LIMITED will be held at 3436-3439, Chhatral G.I.D.C Phase- IV, Taluka Kalol, Dist. Gandhinagar, Gujarat- 382729 on Wednesday, the 27th September, 2017 at 11.30 A.M. to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended 31st March, 2017 and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Abhay Narendra Lodha, who retires by rotation and, being, eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditor and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the appointment of M/s. H.R. Agarwal & Associates, Chartered Accountants, (having Firm Registration No. 323029E), as Auditors of the Company approved by the ordinary resolution passed at 22nd Annual General Meeting of the Company, to hold office from the conclusion of the 22nd Annual General Meeting until the conclusion of 27th Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 25th Annual general Meeting until the conclusion of the 27th Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit".

SPECIAL BUSINESSES:

4. To approve the remuneration of the Cost Auditor for the Financial year ending 31st March, 2018 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of Rs.1,00,000/- (Rupees One Lakh), as recommended by the Audit Committee and approved by the Board of Directors payable to M/s. S. K. Agarwal & Associates., Cost Accountants (Firm Registration No. 100322) as Cost Auditors to conduct the audit of the relevant Cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as



amended from time to time, for the financial year ending 31st March , 2018 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. To shift the Corporate Office from one place to another and keep Registers, Returns Etc. At Corporate Office and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 94(1) of the Companies Act, 2013 and all other applicable provisions and relevant Rules applicable, if any, and consent of the Members be and is hereby accorded to shift the Corporate office from 16th Floor, 1601, Tower 3, Indiabulls Finance Center, Senapati Bapat Marg, Elphinstone Road (West), Mumbai – 400013 to 308, Ceejay House, 3rd Floor, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai-400018 and to keep the Register of Members and other registers to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act and other records/documents at the Corporate Office: Ceejay House, 3rd Floor, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai-400018 (place other than Registered Office where the Registers, returns and other documents are proposed to be kept) and such registers shall remain open for inspection by members during business hours on all working days.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and further to take all steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To approve the appointment of Mr. Kamal Kishore Indoria (DIN: 07728233) as Whole Time Director of the Company from 7th February, 2017 to 9th August, 2017 and in this regard and to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended or re-enacted from time to time, read with Schedule V of the Act, and subject to such approval of the Central Government, if any, or any other statutory authorities, as may be required, Mr. Kamal Kishore Indoria (DIN: 07728233) appointed as Whole-time Director of the Company with effect from 7th February, 2017 to 9th August, 2017, on the following terms and conditions:

REMUNERATION PAYABLE:

a) **Salary:** Rs. 36,00,000 Per annum.

b) Perquisites:

- i. Mediclaim Policy, Personal Accident Insurance as per the rules of the Company.
- ii. Perquisites shall be valued as per Income Tax Rules, wherever applicable and in the absence of any such rules, perquisites will be valued at actual cost.



c) He will also be entitled to the following in accordance with the Company's policies, practices and procedures:

- Gratuity payable as per Payment of Gratuity Act and rules made there under.
- Encashment of leave at the end of the tenure, as per the Company Policy, if any.

d) Mr. Kamal Kishore Indoria shall be entitled to followings as per the policy of the Company:

- i. Free use of the Company's car for the business of the Company.
- ii. Mobile, telephone and other communication facilities at residence for use on Company's business will not be considered as perquisites.
- iii. The Company shall reimburse to the Whole Time Director, expenses incurred by him for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.
 1. Commission on the annual net profits of the Company as may be decided by the Board at its sole discretion at the end of each financial year, computed in the manner laid down in Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, subject to the ceilings laid down in Sections 196, 197, 203 of the Companies Act, 2013 on the total remuneration.
 2. In the event of loss or inadequacy of profits in any financial year, the Whole Time Director shall be paid remuneration by way of salary or perquisites as specified above as per the provisions of Schedule V to the Companies Act, 2013.
 3. The terms and conditions of the appointment and/or remuneration of the Whole Time Director may be varied by the Board of Directors in such manner as may be mutually agreed between the Board and the Whole Time Director subject to applicable provisions of the Companies Act.
 4. The Whole Time Director shall exercise and perform such powers and duties as the Board of Directors (hereinafter called the "Board") may from time to time determine and subject to any directions and restrictions given and imposed by the Board, he shall look after such aspects of the Business of the Company, which are assigned to him by the Board and perform the duties that may be delegated to him from time to time, subject to the overall supervision and control of the Board of Directors.
 5. He shall, throughout the said term, devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations issued by the Board, and shall faithfully serve the Company and use his utmost endeavour to promote the interest thereof.
 6. The Whole Time Director shall observe secrecy in respect of the business affairs of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to execute requisite agreement for the aforesaid period and to do all such acts, deeds and things as may be necessary, expedient or desirable to give effect to the above resolution."



7. To reappoint Mr. Viresh Shankar Mathur (DIN: 01382982) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other provisions of the act, consent of the Company be and is hereby accorded to reappoint Mr. Viresh Shankar Mathur (DIN: 01382982) as Independent Director of the Company with effect from 9th August, 2017, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, who is not liable to retire by rotation who shall hold office for a one year term upto September 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and further to take all steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors



Rahul Singh
Company Secretary

Place: Mumbai
Date: 21st August, 2017

Registered Office:
Plot no 3436-3439, Chhatral, G.I.D.C.,
Phase IV, Taluka-Kalol, Dist-Gandhinagar,
Gujarat – 382729
CIN- L28999GJ1992PLC018570
Tel- +91-2764-233657
Fax- +91-2794-233657
Email- secretarial@topworthgroup.com
Website- <http://www.gujaratfoils.com>

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THEN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE. **A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated, are provided in the Corporate Governance Report forming part of the Annual Report.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. 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.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th September, 2017 to 27th September, 2017 (both days inclusive) in the terms of the provisions of the Companies Act, 2013 and the Listing Agreement for the purpose of the Annual General Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
9. The Annual Reports will also be available on the website of the Company <http://www.gujaratfoils.com> in the investor section.
10. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary of the Company at least seven



days in advance of the meeting so that the information required may be made readily available at the meeting.

11. Shareholders who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof to the Company's Registrar and Share Transfer Agent. Shareholders whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective depository participant.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime, for consolidation into a single folio.
13. Statutory registers and documents referred to in the notice and explanatory statement are open for inspection at the Corporate office of the Company on all working days (except Sunday and Public Holiday) between 11.00 a.m. and 1.00 p.m. and will also be available for inspection at the meeting.
14. Physical copies of the Notice of 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members in the permitted mode.
15. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately.
16. The change in the residential status on return to India for permanent settlement.
17. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 31(1)(b) of the SEBI (LODR) Regulation, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, Resolution(s) passed by Members through e-voting is deemed to have been passed as if they have been passed at the AGM.

20. Voting through electronic means

The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. If a member has opted for e-voting, then he/she should not vote physically and vice-a-versa.

Instructions for members for e-voting are as under:



- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 for the relevant <Company Name> 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobile. The m-voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
1. The e-voting period commences on 24th September, 2017 (9:00 am) and ends on 26th September, 2017 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 2. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 18th September, 2017.
 4. Mr. Umesh Ved, Company Secretary (Membership No.4411) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 5. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the



employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

6. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.gujaratfoils.com within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m (except Sunday and Public Holiday) up to the date of the Annual General Meeting of the Company.

By Order of the Board of Directors



A handwritten signature in purple ink, appearing to read "Rahul Singh".

Rahul Singh
Company Secretary

Place: Mumbai
Date: 21st August, 2017

Registered Office:

Plot no 3436-3439, Chhatral, G.I.D.C.,
Phase IV, Taluka-Kalol, Dist-Gandhinagar,
Gujarat – 382729
CIN- L28999GJ1992PLC018570
Tel- +91-2764-233657
Fax- +91-2794-233657
Email- secretarial@topworthgroup.com
Website- <http://www.gujaratfoils.com/>

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name of Director	Mr. Abhay Narendra Lodha (DIN 00052194)	Mr. Kamal Kishore Indoria (DIN 07728233)	Mr. Viresh Shankar Mathur (DIN 01382982)
Date of Birth	01/06/1971	28/05/1975	09/03/1946
Date of initial Appointment	14/07/2008	07/02/2017	14/08/2012
Expertise in specific functional areas	Entrepreneur, wide 17 years of experience in technical, operational & manufacturing on any Industry	Production and Industrial Engineer having over two decades of rich experience in the field of aluminum and package industry.	Mr. Viresh Shankar Mathur is an expert in the field of Income Tax. He has served Indian Revenue Service for about 36 years and worked in practically all areas in the Income Tax Department. His last assignment was as Director General (Systems), Income Tax Department. He was also deputed as Under Secretary, CBDT, Ministry of Finance for about 3 Years and deputed as Director and Controller of Aluminium, Ministry of Steel and Mines, New Delhi for about 6 years.
Qualifications	B.Com, LL.B	BE Product & Industrial Engineering	M.A.,Fiscal Studies (Diploma) from University of Bath (U.K.)
Directorships held in other Public Companies (excluding Foreign Companies, Private Companies and Section 8 Companies).	NIL	NIL	1. Mashobra Resort Limited 2.Emmsons International Limited
Memberships/ Chairmanships of committees (Audit Committee and Stakeholders' Relationship Committee) across other Public	NIL	NIL	1. Member of Audit Committee and member of Nomination and Remuneration Committee of Mashobra Resort Limited. 2. Member of Audit Committee and Chairman of Nomination and Remuneration Committee in Emmsons International Limited



Companies.			
Shareholdings in the Company	30,47,104	100	NIL

Note:

For other details in respect of Mr. Abhay Narendra Lodha, Mr. Kamal Kishore Indoria and Mr. Viresh Shankar Mathur please refer to Corporate Governance Report.



ANNEXURE TO NOTICE

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

ITEM NO. 4

Pursuant to Section 148 of the Companies Act, 2013 ("the Act") read along with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company is required to have the audit of its cost records for specified products conducted by a Cost Accountant in Practice. Based on the recommendation of the Audit Committee, the Board had on 29th May, 2017, approved the appointment and remuneration of M/s. S. K. Agarwal & Associates, the Cost Auditors (Firm Registration No. 000004) to conduct the audit of the Cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the Financial Year ending March 31, 2018 at a remuneration of Rs. 1,00,000/- (Rupees One Lakhs).

Based on the recommendations of the Audit Committee, the Board has also approved the appointment of M/s. S. K. Agarwal & Associates for submission of reports to the Company on cost records pertaining to these activities for a remuneration of Rs. 1,00,000/- (Rupees One Lakh) for the said financial year.

In accordance with the provisions of Section 148 of the Act read along with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 4 of the Notice.

M/s. S. K. Agarwal & Associates have furnished a certificate dated 5th April, 2017 regarding their eligibility for appointment as Cost Auditors of the Company.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

The Board at their meeting held on 29th May, 2017 had passed the resolution to shift the Corporate office of the Company from 16th Floor, Tower 3, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road (West), Mumbai 400013 to Ceejay House, 3rd Floor, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai-400018, Maharashtra. Since the Secretarial and Finance Department are functioning from Corporate Office, therefore, it is necessary to keep the registers and documents at the Corporate Office instead of keeping the same at the Registered Office. More than 10% of total members reside in Mumbai, Maharashtra. It will be beneficial for the Company without incurring any additional expenses.

The Board recommends to keep the registers maintained under Section 88(1) [i.e. Register of Members etc.] and copies of the annual returns filed under Section 92 of the Act and other documents at the Corporate Office at Mumbai.



In terms of the provisions of Sec. 94(1) of the Companies Act 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, by passing a Special Resolution at the general meeting of the Company.

The Board commends the resolution as set out at Item No.5 for approval of Members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution.

ITEM NO. 6

Mr. Kamal Kishore Indoria (DIN: 07728233) appointed as Whole Time Director of the Company at the meeting of the Board held on 7th February, 2017. He has resigned from the position of whole time director on 9th August, 2017 due to personal reason. Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder the said appointment and remuneration is require approval of the members.

Therefore, the Board commends the resolution as set out at Item No. 6 for approval of Members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Resolution.

ITEM NO. 7

Pursuant to Section 149(10), 152 of the new Companies Act, 2013 (the 'Act') read with Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall be appointed pursuant to the provisions of new Companies Act, 2013.

Mr. Viresh Mathur, Director has given his consent to act as Independent Director and also not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. Further, the Company has received a notice from members proposing the candidature of Mr. Viresh Mathur for the Office of the Director of the Company.

The Company has received the declaration from the aforesaid Director that he meets the criteria of Independence as prescribed in Section 149 (6) of the Companies Act, 2013 and the Board is of the opinion that the aforesaid Director fulfills the conditions for his appointment as Independent Director.

In view of same, Mr. Viresh Mathur, Independent Director of the Company is proposed to be re-appointed as Independent Director not liable to retire by rotation for a term of one year.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 except Mr. Viresh Mathur, Director, The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholder.



By Order of the Board of Directors

Place: Mumbai
Date: 21st August, 2017

Registered Office:

Plot no. 3436-3439, Chhatral, G.I.D.C.,
Phase IV, Taluka-Kalol, Dist-Gandhinagar,
Gujarat – 382729

CIN- L28999GJ1992PLC018570

Tel- +91-2764-233657

Fax- +91-2794-233657

Email- secretarial@topworthgroup.com

Website- <http://www.gujaratfoils.com/>



A handwritten signature in blue ink, appearing to read "Rahul Singh".

Rahul Singh
Company Secretary

ગુજરાત ફોઈલ્સ લિમિટેડ

રજીસ્ટર્ડ ઓફિસ : ૩૪૩૬-૩૪૩૯, ફેઝ-૪, ઇન્ડિયા, જી.આઈ.ડી.સી., તાલુકા : કલોલ, જિલ્લો : ગાંધીનગર, ગુજરાત-૩૮૨૭૨૯.
 કોર્પોરેટ ઓફીસ સરનામું : સીજી હાઉસ, ત્રીજા માળ, એની બસંત રોડ, અટારીયા મોલ સામે, વરલી, મુંબઈ-૪૦૦૦૧૮ ભારત, ટે. નં. +૯૧ ૨૭૬૪ ૨૩૩૫૫૬,
 વેબસાઈટ : www.gujaratfoils.com, CIN-L28999GJ1992PLC016570

૨૫મી વાર્ષિક સામાન્ય સભા બુક ઝાંઘ અને ઈ વોટીંગની માહિતી અંગે નોટિસ

આથી નોટીસ આપવામાં આવે છે કે ગુજરાત ફોઈલ્સ લિમિટેડના સભ્યોની ૨૫મી વાર્ષિક સાધારણ સભા(એ.જી.એમ.) તા. ૨૭ સપ્ટેમ્બર, ૨૦૧૭ ના શુક્રવારના રોજ સવારે ૧૧:૩૦ કલાકે ૩૪૩૬-૩૪૩૯, ઇન્ડિયા, જી.આઈ.ડી.સી., ફેઝ-૪, તાલુકા : કલોલ, જિલ્લો : ગાંધીનગર, ગુજરાત-૩૮૨૭૨૯ ખાતે એ.જી.એમ.ની જાણ કરતી નોટીસમાં દર્શાવેલા કામકાજ કરવા માટે મળશે. આ નોટીસ સાથે ૨૦૧૬-૧૭ માટેનો વાર્ષિક અહેવાલ, એટેન્ડન્સ રહીય અને ઈ-વોટીંગ અંગેની વિસ્તૃત માહિતી સાથેનું પ્રોક્ષી ફોર્મ જે સભ્યોના ઈ-મેઈલ આઈડી કંપની અથવા ડિપોઝિટરી પાર્ટીસીપન્ટમાં નોંધાયેલા છે, તેમને ઈલેક્ટ્રોનિક માધ્યમથી મોકલી દેવામાં આવ્યા છે. બાકીના તમામ સભ્યોને તેની ફિઝીકલ નકલ તેમના નોંધાયેલા સરનામું તા.૩૧ ઓગસ્ટ, ૨૦૧૭ના રોજ કુરીયર દ્વારા મોકલી દેવામાં આવી છે. આ તમામ દસ્તાવેજો કંપનીની વેબસાઈટ www.gujaratfoils.com પર "ઈ-વેસ્ટર" વિભાગમાં અને કંપનીની રજિસ્ટર્ડ ઓફિસ ખાતે વાર્ષિક સાધારણ સભાની તારીખ સુધી કામકાજના તમામ દિવસોમાં સવારે ૧૧:૦૦ કલાકથી બપોરે ૧:૦૦ કલાક સુધી ઉપલબ્ધ રહેશે. કંપનીઝ એક્ટ, ૨૦૧૩ની કલમ ૧૦૮ની જોગવાઈ અને સમયાંતરે સુધારો કરાયેલા કંપનીઝ (એનજીએન્ટ એન્ડ એડમિનિસ્ટ્રેશન) રૂલ્સ, ૨૦૧૪ના નિયમ ૨૦ તથા સેબી (વિદેશી ઓવિંગેશન્સ એન્ડ ડિસ્કોઝર્સ રીકવયરમેન્ટ્સ) રેગ્યુલેશન, ૨૦૧૫ નિયમ ૪૪ અન્વયે કંપની તેના સભ્યોને એ.જી.એમ.ની નોટીસમાં દર્શાવેલા તમામ કારણો પર એ.જી.એમ.ના સ્થળ સિવાયના રૂબરૂથી ઈલેક્ટ્રોનિક રીતે મત આપવા (રીમોટ ઈ-વોટીંગ) માટેની સુવિધા સેન્ટ્રલ ડિપોઝિટરી સર્વિસીઝ (ઈન્ડિયા) લિમિટેડ (સી.ડી.એસ.એલ.) દ્વારા પુરી પાડશે. ઈ-વોટીંગ પ્રક્રિયાની યોગ્ય અને પારદર્શક રીતે તમામ કરવા માટે શ્રી ઉમેશ વેદ, કંપની સેક્રેટરી (સભ્યપદ નં. ૪૪૧૧)ની નિમણૂક ખુદીનાઈઝર તરીકે કરવામાં આવી છે.

એ.જી.એમ.માં યનારા તમામ કામકાજ ઈલેક્ટ્રોનિક વોટીંગથી કરવામાં આવી શકે છે. ઈ-વોટીંગની અવધિ રવિવાર, તા. ૨૪ સપ્ટેમ્બર, ૨૦૧૭ના રોજ (સવારે ૮:૦૦ કલાકે આઈ.એસ.ટી.) શરૂ થશે અને પુરૂ મંગળવાર, તા. ૨૬ સપ્ટેમ્બર, ૨૦૧૭ના રોજ(સાંજે ૫:૦૦ કલાકે આઈ.એસ.ટી.) થશે. ત્યાર બાદ ઈ-વોટીંગની સુવિધા બંધ કરી દેવામાં આવશે. શેરધારકોનો મતદાનનો અધિકાર ફટ ઓફ ડેટ મામલાવાર, તા. ૧૮ સપ્ટેમ્બર, ૨૦૧૭ના સુધીમાં કંપનીના પેઈડ અપ ઈકિવિટી શેર ઇન્ડોર્સમાંના તેમના શેર પર આધારિત રહેશે. જે સભ્યોએ સામા પહેલા ઈ-વોટીંગ દ્વારા તેમનો મત આપ્યો હશે. તે સભામાં હાજર રહી શકશે, પરંતુ ફરીથી મત આપી શકશે નહીં. ઈ-વોટીંગ માટેનો વિસ્તૃત માહિતી એ.જી.એમ.ની નોટીસમાં દર્શાવી છે અને સી.ડી.એસ.એલ.ના વેબસાઈટ "www.cdslindia.com" પર પણ ઉપલબ્ધ છે. ઈ-વોટીંગ અંગે કોઈ પ્રશ્ન હોય, તો સભ્યો www.evotingindia.co.inના હેલ્પ વિભાગમાં ફિક્વન્ટલી આસ્કડ ક્વેશન્સ (એફ.એ.ક્યુ.) અને ઈ-વોટીંગ મેન્યુઅલનાં સંદર્ભ લઈ શકે છે અથવા helpdesk.evoting@cdslindia.com પર ઈ-મેઈલ કરી શકે છે.

કંપનીઝ એક્ટ, ૨૦૧૩ની કલમ ૮૧ની જોગવાઈ અને કંપનીઝ (મેનેજમેન્ટ એન્ડ એડમિનિસ્ટ્રેશન) રૂલ્સ, ૨૦૧૪ના નિયમ ૧૦ અન્વયે આથી નોટીસ આપવામાં આવે છે કે સભ્યોનું રજિસ્ટર અને કંપનીની શેર ડાન્સફર બુક મંગળવારથી તા. ૧૮ સપ્ટેમ્બર, ૨૦૧૭ના બુધવાર તા. ૨૭ સપ્ટેમ્બર, ૨૦૧૭ સુધી (બંને દિવસ સહિત) કંપનીની ૨૫મી એ.જી.એમ.ના કામકાજ સારું બંધ રહેશે.

સ્થાન : મુંબઈ
 તારીખ : ૩૧મી ઓગસ્ટ, ૨૦૧૭

ગુજરાત ફોઈલ્સ લિમિટેડ વતિ,
 સહી/- રાહુલ સિંઘ
 કંપની સેક્રેટરી

For GUJARAT FOILS LIMITED

(Signature)

COMPANY SECRETARY

GUJARAT FOILS LIMITED

Regd. Office: 3436-3439, Chhatral, C.I.D.C., Phase-IV, Taluka: Kalol, District: Gandhinagar, Gujarat - 382729
 Corporate Office Address: Cecily House, 3rd Floor, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai- 400018 India
 Tel : +91 22 64 233958, Website: www.gujaratfoils.com
 CIN: L28999GJ1992PLC018570

NOTICE FOR 25TH ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE

NOTICE is hereby given that 25th Annual General Meeting (AGM) of the Members of Gujarat Foils Limited will be held on Friday, the 27th September, 2017 at 11.30. a.m. at 3436-3439 Chhatral, GIDC Phase IV, Taluka: Kalol, Dist. Gandhinagar, Gujarat-382729 to transact the business mentioned in the Notice convening the said AGM, which has been sent along with Annual Report for 2016-17, Attendance Slip & Proxy Form with detailed instructions for e-voting, to the Members in electronic mode, whose e-mail Ids are registered with the Company or the Depository Participant(s). Physical copies of the same have been sent to all other Members at their registered address through courier on 31st August, 2017. The same are also available under "Investor" section on the Company's website www.gujaratfoils.com and are also available for inspection at the Registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, the Company is pleased to provide to its Members the facility to cast their votes electronically from a place other than the venue of the AGM (remote e-voting) through Central Depository Services (India) Ltd. (CDSL), on all the resolutions set forth in the Notice of the AGM. Mr. Umesh Ved, Company Secretary (Membership No. 4411) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

All the items of business to be transacted at the AGM may be transacted by electronic voting. The e-voting period will commence on Sunday, 24th September, 2017 (9.00 a.m. IST) and ends on Tuesday, 26th September, 2017 (5.00 p.m. IST). The e-voting module shall be disabled thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., on Monday, the 18th September, 2017. The Members who have cast their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The detailed instructions for e-voting are mentioned in the Notice of AGM and also available on the website of CDSL www.cdslindia.com. In case of any queries regarding e-voting, Members may refer to the Frequently Asked Questions (FAQs) and e-voting manual, available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Pursuant to the provision of Section 91 of the Companies Act, 2013 read with Rule 10 of Companies (Management and Administration) Rules, 2014, notice is hereby given that the Register of Members and Share Transfer Books of the Company shall remain close from Tuesday, 19th September, 2017 to Wednesday, 27th September, 2017 (both days inclusive) for the purpose of the 25th AGM of the Company.

For Gujarat Foils Limited

Sd/-

Rahul Singh

Company Secretary

Place: Mumbai
Date: 31st August, 2017

For GUJARAT FOILS LIMITED


 COMPANY SECRETARY