

**GUJARAT FOILS LIMITED**

Corporate Office: 308 Ceejay House, 3rd Floor, Dr. Annie  
Besant Road, Opp. Atria Mall, Worli, Mumbai- 400018,  
India Phone: +91 22 49174500  
Website: [www.gujaratfoils.com](http://www.gujaratfoils.com)

2<sup>nd</sup> November, 2018

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

Dear Sir,

**Sub: Intimation of 26<sup>th</sup> Annual General Meeting, Book Closure and E Voting.**

In terms of Regulation 42 and 44 and any other applicable regulation (5) of the SEBI (Listing : Obligations & Disclosure Requirements) Regulations, 2015,

It is to inform that:

1. The 26 (Twenty Sixth) Annual General Meeting (AGM) of the members of Gujarat Foils Limited will be held on Thursday, 29th November 2018 at 11:30 a.m. at 3436-3439, Chhatral G.I.D.C Phase- IV, Taluka Kalol, Dist. Gandhinagar, Gujarat- 382729 (copy of notice is enclosed).
2. The Register of Members and share transfer books of the Company will remain closed from Wednesday, 21<sup>st</sup> November 2018 to Thursday, 29<sup>th</sup> November 2018 (both days inclusive).
3. As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote (s) on all resolutions set forth in the Notice by electronic means ("e-voting"). The instructions for e-voting are mentioned in the Notice Attached. The e-voting will commence on from 9.00 A.M. (IST) on Monday, 26<sup>th</sup> November 2018 and will end on 05.00 P.M. (IST) on Wednesday, 28<sup>th</sup> November 2018. The Cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 20<sup>th</sup> November 2018.

You are requested to kindly take the information on record.

**For Gujarat Foils Limited**

**Rahul Singh**  
Company Secretary  
Membership No: F6469



## Notice

**NOTICE** is hereby given that the 26<sup>th</sup> Annual General Meeting of the members of **GUJARAT FOILS LIMITED** a company under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code, 2016, will be held at 3436-3439, Chhatral G.I.D.C Phase- IV, Taluka Kalol, Dist. Gandhinagar, Gujarat- 382729 on 29<sup>th</sup> day, of November, 2018 at 11.30 A.M. to transact the following businesses:

### BACKGROUND:

The members are hereby informed that pursuant to the Order passed by Hon'ble National Company Law Tribunal - Ahmedabad Bench, at Ahmedabad ("NCLT Order"), dated 30<sup>th</sup> November, 2017, Corporate Insolvency Resolution Process ("CIR Process") has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code") and the related rules and regulations issued thereunder with effect from 30<sup>th</sup> November, 2017 (CIRP Commencement Date).

Mr. Alok Kailash Saxena was appointed as an Interim Resolution Professional in terms of the NCLT Order and subsequently he was appointed as Resolution Professional by the Committee of Creditors in its meeting held on 4<sup>th</sup> January, 2018 as per the provisions of the Code ("Resolution Professional"). Members are further informed that pursuant to Section 17 of the Code, during the continuation of CIR Process the powers of the Board of Directors of the Company ("Board of Directors") stand suspended effective from the CIRP Commencement Date and the powers of the Board of Directors and the management of affairs of the Company are vested in the Resolution Professional, viz., Mr. Alok Kailash Saxena ("Resolution Professional"). In view thereof, this Meeting is being called and convened by the Resolution Professional and just a compliance of Section 96 of Companies Act, 2013.

Further the moratorium period of the Company pursuant to the IBC Code of 180 days was completed on 28<sup>th</sup> May, 2018 and application for extension of Moratorium period of 90 days was made on 11<sup>th</sup> May, 2018 which was granted by Hon'ble NCLT Ahmedabad Bench on 28<sup>th</sup> May, 2018. Final Resolution Plan was placed before Committee of Creditors ("CoC") in CoC meeting dated 9<sup>th</sup> August, 2018 for their approval in accordance with the provisions of Insolvency and Bankruptcy Code, 2016 and the rules and regulations framed thereunder. On account of less than 66% of the votes were being cast in favour of final resolution plan placed before CoC, moratorium period ended on 27<sup>th</sup> August, 2018. Henceforth Resolution Professional filed Application for liquidation with NCLT Ahmedabad Bench on 11<sup>th</sup> September, 2018.

### ORDINARY BUSINESSES:

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Report of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Abhay Narendra Lodha (DIN:00052194), who retires by rotation and, being, eligible offers himself for re-appointment.

(His re-appointment on the Board is being part of compliance with section 152(6) of the Companies Act, 2013. However, the Board shall continue to remain suspended during the continuance of CIR Process.)

3. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification, the following resolution, as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to the provisions of section 139, 142 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) and pursuant to the recommendation of the Resolution Professional, **M/s. J JAIN & Company.**, Chartered Accountants, Kolkata (having Firm Registration No 310064E), in place of outgoing Statutory Auditors viz., M/s. H.R. Agarwal & Associates, Chartered Accountants, (having Firm Registration No. 323029E), who holds office upto the conclusion of this Annual General Meeting, be and are hereby appointed as Statutory Auditors of the Company for a term of five (5) consecutive financial years commencing from the conclusion of this Annual General Meeting till the conclusion of Thirty One (31) Annual General Meeting at such remuneration and out- of -pocket expense, as may be mutually agreed between the Resolution Professional and the Statutory Auditors."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Resolution Professional and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective."





## SPECIAL BUSINESSES:

4. To approve the remuneration of the Cost Auditor for the Financial year ending 31<sup>st</sup> March, 2019 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(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendments thereof, for the time being in force), the remuneration of Rs. 1,00,000 (Rupees One Lakh only) plus applicable Taxes thereon and reimbursement of out of pocket expenses, if any, payable to M/s. S. K. Agarwal & Associates, Cost Accountants (Firm Registration No. 100322), as recommended by Resolution Professional be and are hereby approved by the Company for conducting Audit of the Cost Accounting Records of the Company for the financial year from April 01, 2018, till March 31, 2019, in terms of the Companies Act, 2013 and Rules framed thereunder, be and is hereby ratified.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Resolution Professional and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective.”

5. To re-appoint Mr. Jagannath Pandhrinath Dange (DIN: 01569430) 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 re-appoint Mr. Jagannath Pandhrinath Dange (DIN: 01569430) as an Independent Director of the Company with effect from 2<sup>nd</sup> August, 2018, 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 2019.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Resolution Professional and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective.”

6. To re-appoint Ms. Ankita Singh (DIN: 07038161) 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 Ms. Ankita Singh (DIN: 07038161) as an Independent Director of the Company with effect from 2<sup>nd</sup> August, 2018, 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 her 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 2019.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Resolution Professional and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective.”

7. To re-appoint 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 an Independent Director of the Company with effect from 2<sup>nd</sup> August, 2018, 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 2019.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Resolution Professional and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective."

**By Order of the Resolution Professional**

**Rahul Singh**  
**Company Secretary**  
**Membership No: F6469**

Place: Mumbai

Date: 30<sup>th</sup> October, 2018

**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>

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**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 21<sup>st</sup> November, 2018 to 29<sup>th</sup> November, 2018 (both days inclusive) in the terms of the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations 2015 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 India Private Limited, 506 To 508, 5<sup>th</sup> Floor, Amarnath Business Centre 1, H L College Road, Navrangpura, Near St Xaviers College Corner, Beside Gala Business Centre, Ahmedabad - 380009, 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 26<sup>th</sup> 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. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime (India) Private Limited (LIPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIPL.
19. 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 India Private Limited (Registrar and Transfer Agent).
20. 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.

**21. 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](http://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](http://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"> <li>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.</li> </ul>
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"> <li>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 <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [mailto:helpdesk.evoting@cdslindia.com](mailto:mailto:helpdesk.evoting@cdslindia.com) marking Mr Mehboob Lakhwani as the concerned person. In case any query faced by shareholders than they may contact on 022 23058542.
1. The e-voting period commences on 26<sup>th</sup> November, 2018 (9:00 am) and ends on 28<sup>th</sup> November, 2018 (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 20<sup>th</sup> November, 2018 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. 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 20<sup>th</sup> November, 2018.
  3. 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.
  4. 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.
  5. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.gujaratfoils.com](http://www.gujaratfoils.com) within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
  6. 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 Resolution Professional**

**Rahul Singh**  
**Company Secretary**  
**Membership No: F6469**

Place: Mumbai

Date: 30<sup>th</sup> October, 2018

**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](mailto: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. Jagannath Pandhrinath Dange (DIN: 01569430)	Ms. Ankita Singh (DIN: 07038161)	Mr. Viresh Shankar Mathur (DIN 01382982)
Date of Birth	01/06/1971	01/06/1951	28/02/1991	09/03/1946
Date of initial Appointment	14/07/2008	05/03/2015	23/09/2015	14/08/2012
Expertise in specific functional areas	Entrepreneur, wide 18 years of experience in technical, operational & manufacturing on any Industry	40 years of experience at different positions of Government of Maharashtra	Expert in practice of Corporate Law, Intellectual Property Law, Media & Civil Litigation	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	IAS, LL.B, M.Sc (Diploma).	LL.B, Masters in Intellectual Property Rights	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	1. Lloyds Metals and Energy Limited 2. Mitcon Consultancy & Engineering Services Limited	NIL	1. Mashobra Resort Limited 2. Emmsons International Limited 3. Prudent Arc Limited ( w.e.f 18.06.2018)
Memberships/ Chairmanships of committees (Audit Committee and Stakeholders' Relationship Committee) across other Public Companies.	NIL	1. Chairman of Audit Committee in Mitcon Consultancy & Engineering Services Limited 2. Member of nomination & Remuneration Committee in Mitcon Consultancy & Engineering Services Limited	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
Shareholdings in the Company	20,13,104	NIL	NIL	NIL

**Note:**

For other details in respect of Mr. Abhay Narendra Lodha, Mr. Jagannath Dange, Ms. Ankita Singh and Mr. Viresh Shankar Mathur please refer to Corporate Governance Report.





## Annexure to Notice

### 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 the Resolution Professional, had on 30<sup>th</sup> July, 2018, approved the appointment and remuneration of M/s. S. K. Agarwal & Associates, the Cost Auditors (Firm Registration No. 100322) 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 31<sup>st</sup> March, 2019 at a remuneration of ₹ 1,00,000/- (Rupees One Lakhs).

Based on the recommendations, the Resolution Professional 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 ₹ 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 5<sup>th</sup> April, 2018 regarding their eligibility for appointment as Cost Auditors of the Company.

The Resolution Professional commends the Appointment 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

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. Jagannath Pandhrinath Dange (DIN:01569430) 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 Jagannath Pandhrinath Dange (DIN: 01569430) 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 Resolution Professional is of the opinion that the aforesaid Director fulfills the conditions for his appointment as Independent Director.

In view of same, Mr. Jagannath Pandhrinath Dange (DIN:01569430), 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. 5 except Mr. Jagannath Pandhrinath Dange (DIN:01569430), Independent Director, The Resolution Professional commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholder.

##### ITEM NO. 6

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.

Ms. Ankita Singh (DIN: 07038161) has given her 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 Ms. Ankita Singh (DIN: 07038161) for the Office of the Director of the Company.

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

In view of same, Ms. Ankita Singh (DIN: 07038161), 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. 6 except Ms. Ankita Singh (DIN: 07038161), Independent Director, The Resolution Professional commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholder.

#### **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 Shankar Mathur (DIN: 01382982) 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 Shankar Mathur (DIN: 01382982) 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 Resolution Professional is of the opinion that the aforesaid Director fulfills the conditions for his appointment as Independent Director.

In view of same Mr. Viresh Shankar Mathur (DIN: 01382982), 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. 5 except Mr. Viresh Shankar Mathur (DIN: 01382982), Independent Director, The Resolution Professional commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholder.

**By Order of the Resolution Professional**

**Rahul Singh**  
**Company Secretary**  
**Membership No: F6469**

Place: Mumbai

Date: 30<sup>th</sup> October, 2018

**Registered Office:**

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