

Date : 03-09-2016

To  
Dy. General Manager,  
Dept. of Corporate Services  
14<sup>th</sup> Floor, P.J.Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Dear Sir,

Sub: Submission of Notice of Annual General Meeting

With reference above, we send herewith Notice convening 24<sup>th</sup> Annual General Meeting of the Company to be held on Friday, September 30, 2016 at 11.00 a.m. at its Registered Office at Plot No.488/489, Savli Highway, Village: Tundav, Taluka: Savli, Dist. Vadodara (Gujarat) and the Register of Members and Share Transfer Book will remain closed from Saturday, the 24<sup>th</sup> September, 2016 to Friday, the 30<sup>th</sup> September, 2016 (both the days inclusive). This book closure is for the purpose of Annual General Meeting of the Company.


Further, we hereby inform that the Company has fixed 24<sup>th</sup> September, 2016 cut-off date for the purpose of remote e-voting , ascertaining the names of Shareholders holding shares either in physical form or in the register of beneficial owners maintained by the depositories who are entitled to cast their votes electronically. The remote e-voting shall commence on 27<sup>th</sup> September, 2016 at 9.00 a.m. and ends on 29<sup>th</sup> September, 2016 at 5.00 p.m.

We request you kindly take the same on record.

Thanking you,

Yours faithfully,

For Gujarat Containers Ltd

  
Company Secretary



Encl. a.a

## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of **Gujarat Containers Limited** will be held on Friday, the 30<sup>th</sup> September, 2016 at 11.00 a.m. at its Registered Office at Plot No.488/489, Savli Highway, Village: Tundav, Taluka: Savli, Dist. Vadodara (Gujarat) to transact the following business.

### Ordinary Business :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the reports of the Board of Director and Auditors thereon.
2. Ratification of Appointment of Auditors

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 139 , 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 including any amendment, modification, or variation thereof, the Company hereby ratifies the appointment of M/s. V.K Shastri & Co., Chartered Accountants (Firm Registration No. 113325W) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017, to examine and audit the accounts of the Company for the Financial Year 2016-17 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### Special Business :

3. **To appoint Mr. Dinesh Kamdar (DIN: 01657591) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Special Resolution :**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Dinesh Kamdar (DIN: 01657591), who meets the criteria for independence as provided in Section 149(6) of the Act as an Independent Director, be and is hereby appointed for second term as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to September 30, 2021.”

4. **To appoint Mr. Udaybhai Premjibhai Madhwani (DIN: 01842773) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Special Resolution :**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Udaybhai Premjibhai Madhwani (DIN: 01842773), who meets the criteria for independence as provided in Section 149(6) of the Act as an Independent Director, be and is hereby appointed for second term as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to September 30, 2021.”

5. **To appoint Mr. Divyakant Ramniklal Zaveri (DIN: 01382184) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Special Resolution :**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Divyakant Ramniklal Zaveri (DIN: 01382184), who meets the criteria for independence as provided in Section 149(6) of the Act as an Independent Director, be and is hereby appointed for First term

as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to September 30, 2021.”

**6. To re-appoint Mr. Pravin Hiralal Shah (DIN: 01881862) as a Whole Time Director and payment of remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 79 of the Article of Association of the Company and any other applicable provision of Article of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Pravin Hiralal Shah (DIN: 01881862), as Whole Time Director of the Company for a period of three years commencing from April 1, 2016, liable to retire by rotation, on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the Explanatory Statement annexed to the Notice.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Pravin Hiralal Shah, the remuneration mentioned in the above referred Explanatory Statement, shall be paid to Mr. Pravin Hiralal Shah as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013, for the payment of remuneration as minimum remuneration to Mr. Pravin Hiralal Shah.”

“RESOLVED FURTHER that the Board of Directors, be and is hereby authorized to alter or vary the scope of remuneration of Mr. Pravin Hiralal Shah, Whole Time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.”

**Date: 13-08-2016**

**Place: Vadodara**

**By Order of the Board of Directors,**

**Nitin Mistry  
Company Secretary**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
A person can act as a proxy on behalf of members, not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company, carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution together with Specimen signatures of those representative(s) authorised under said resolution to attend and vote on their behalf at the Meeting.
3. 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 under Regulation 36(3) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015 with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.
4. Explanatory statement under Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
5. Members are requested to:
  - (a) bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
  - (b) quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.

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. Annual Report and AGM Notice is available at the website of the Company at [www.gujaratcontainers.com](http://www.gujaratcontainers.com) in the Investor Desk.
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 24<sup>th</sup> September, 2016 to Friday, the 30<sup>th</sup> September, 2016 (both days inclusive) for the purpose of Annual General Meeting.**
9. Relevant documents referred to in the accompanying Notice and the Statement is kept open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. Members desirous of obtaining any information in respect of Accounts of the Company are requested to send their queries in writing to the company at its Registered Office so as to reach at least seven days before the date of the meeting.
11. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
12. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
13. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. [www.gujaratcontainers.com](http://www.gujaratcontainers.com).
14. The route map showing directions to reach the venue of the 24<sup>th</sup> AGM is annexed.
15. Members, desiring any information relating to the accounts, are requested to write to the Company 10 days prior to the date of meeting so as to enable the management to keep the information ready.
16. **Voting through electronic means:**

Pursuant to Section 108 of the Companies Act, 2013 read with 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 Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 24<sup>th</sup> Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot/polling paper shall be made available at the venue of the 24<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Jayesh Vyas of M/s. Jayesh Vyas & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The instructions to members for voting electronically are as under :-

- (i) The voting period begins on **Tuesday, 27<sup>th</sup> September, 2016 at 9.00 a.m. and ends on Thursday, 29<sup>th</sup> September, 2016 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **24<sup>th</sup> September, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on **Thursday, 29<sup>th</sup> September, 2016**.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID;
  - a. For CDSL : 16 digits beneficiary ID;
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID;

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](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 first two letters of their name and the 8 digits of the sequence number 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 the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Gujarat Containers Ltd.
- (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) 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.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate,s.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts 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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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**Contact Details**


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<b>Company</b>	:	<b>Gujarat Containers Limited</b> Regd. Office: Plot No 488/489 Savli Highway, Village: Tundav, Tal: Savli Dist : Vadodara Telephone : (0265) 2280180/81, Tel. Fax : (0265) 2280027 E-mail : <a href="mailto:deepak.patel@gujaratcontainers.com">deepak.patel@gujaratcontainers.com</a> Website : <a href="http://www.gujaratcontainers.com">www.gujaratcontainers.com</a>
<b>CIN</b>	:	L28120GJ1992PLC017081
<b>Registrar of Share Transfer Agent</b>	:	MCS Share Transfer Agent Ltd. 10, Aaram Apratment, 12, Sampatrao colony, Vadodara – 390 007 Tel (0265) 2314757, Fax (0265) 2341639 <a href="mailto:mcsltdbaroda@yahoo.com">mcsltdbaroda@yahoo.com</a>
<b>E-Voting Agency</b>	:	Central Depository Services (India) Limited E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
<b>Scrutinizer</b>	:	CS Jayesh Vyas Practicing Company Secretary E-mail ID: <a href="mailto:cs.jayeshvyas@hotmail.com">cs.jayeshvyas@hotmail.com</a> Phone: 09376212649

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**Important Communication to Members.**

Pursuant to Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and under regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, Annual Report of the Company has been sent through email to those members whose email ID is registered with the Company / Depository. In case any member wants a physical copy of the Annual Report he may write to the Company Secretary / RTA.

**MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH THE DEPOSITORIES OR WITH THE COMPANY.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”) :****Item No. 3:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Dinesh Kamdar (DIN: 01657591), be appointed as an Independent Director of the Company for Second Term. The appointment of Mr. Dinesh Kamdar shall be effective upon approval by the members in the Meeting.

Mr. Dinesh Kamdar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Dinesh Kamdar that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015. In the opinion of the Board, Mr. Dinesh Kamdar, fulfills the conditions for his appointment as an Independent Director as specified in the Act and under Regulation 25 (2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015. Mr. Dinesh Kamdar is independent of the management and possesses appropriate skills, experience and knowledge.

**Brief resume of Mr. Dinesh Kamdar**

Mr. Dinesh Kamdar is B.Com; B.A. (Hons.) and C.A.IIB. having 35 Years of rich experience in Banking and 10 Years of Experience in Manufacturing Sector. He does not hold any shares of the Company in his name. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Dinesh Kamdar is appointed as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Dinesh Kamdar as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company. This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015. Save and except Mr. Dinesh Kamdar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other 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. 3 of the Notice.

**Item No. 4:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Udaybhai Premjibhai Madhwani (DIN: 01842773), be appointed as an Independent Director of the Company for Second Term. The appointment of Mr. Udaybhai Premjibhai Madhwani shall be effective upon approval by the members in the Meeting.

Mr. Udaybhai Premjibhai Madhwani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Udaybhai Premjibhai Madhwani that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015. In the opinion of the Board, Mr. Udaybhai Premjibhai Madhwani, fulfills the conditions for his appointment as an Independent Director as specified in the Act and under clause 25 (2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015. Mr. Udaybhai Premjibhai Madhwani is independent of the management and possesses appropriate skills, experience and knowledge.

**Brief resume of Mr. Udaybhai Premjibhai Madhwani**

Mr. Udaybhai Premjibhai Madhwani is Diploma Electrical Engineers having 28 years Experience in running of the Industries. He does not hold any shares of the Company in his name. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Udaybhai Premjibhai Madhwani is appointed as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Udaybhai Premjibhai Madhwani as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company. This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015. Save and except Mr. Udaybhai Premjibhai Madhwani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other 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. 4 of the Notice.

**Item No. 5 :**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Divyakant Ramniklal Zaveri (DIN: 01382184), be appointed as an Independent Director of the Company. The appointment of Mr. Divyakant Ramniklal Zaveri is effective from 8<sup>th</sup> August, 2015.

Mr. Divyakant Ramniklal Zaveri is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Divyakant Ramniklal Zaveri that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under under Clause 25 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015. In the opinion of the Board, Mr. Divyakant Ramniklal Zaveri fulfills the conditions for his appointment as an Independent Director as specified in the Act and under clause 25 (2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, Mr. Divyakant Ramniklal Zaveri is independent of the management and possesses appropriate skills, experience and knowledge.

**Brief resume of Mr. Divyakant Ramniklal Zaveri**

Mr. Divyakant Ramniklal Zaveri is Bachelor of Commerce and Chartered Accountant having 37 years of in depth experience in the field of Accounts, Finance, Taxation and Corporate Management. He does not hold any shares of the Company in his name. Keeping in view his vast expertise and knowledge in corporate Affairs, it will be in the interest of the Company that Mr. Divyakant Ramniklal Zaveri is appointed as an Independent Director of the Company. Copy of the draft letter for appointment of Mr. Divyakant Ramniklal Zaveri as an Independent Director setting out the terms and conditions is available for inspection by members at



the Registered Office of the Company. This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015. Save and except Mr. Divyakant Ramniklal Zaveri and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other 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 of the Notice.

**Item No. 6 :**

The Nomination & Remuneration Committee and the Board at its respective meetings held on February 13, 2016, after taking into consideration the vast and valuable experience of Mr. Pravin Hiralal Shah and progress made by the Company under his leadership approved his reappointment as the Whole Time Director of the Company for a further period of 3 years with effect from April 1, 2016, on the terms and conditions stated in the draft agreement as approved by the Nomination and Remuneration Committee in terms of provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, subject to the approval of the Shareholders and such other approval as may be required.

Mr. Pravin Hiralal Shah is a Graduate in Commerce from Graduate from M. S University. He has Expertise in specific functional areas of Manufacturing (Galvanising) and Purchase and Material Management. He has an overall experience of 37 years in Technical & Commercial activities in the Company. He possesses good Managing abilities and competence therein.

In compliance with the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the appointment and payment of remuneration to Mr. Pravin Hiralal Shah are now being placed before the members for their approval. The abstract of the terms and conditions contained in the agreement is as under:

(A) Salary : Rs.43,250 per month

(B) Perquisites :

- Medical Reimbursement: As per the policy applicable to the Senior Manager of the Company , as amended from time to time.
- Leave: As per the leave policy applicable to the Senior Manager of the Company, as amended from time to time.
- Leave Travel Allowance: As per the policy applicable to the Senior Manager of the Company, as amended from time to time.
- Medical Insurance: As per the policy applicable to the Senior Manager of the Company as amended from time to time.
- Provident Fund, Superannuation and Gratuity: As per the scheme applicable to the Senior Manager of the Company as amended from time to time.
- Such other perquisites, benefits and allowances in accordance with the scheme applicable to the Senior Manager of the Company as amended from time to time or as may be agreed by the Board.
- Reimbursement of entertainment expenses : He shall be reimbursed all entertainment expenses that he may incur for the business and in the course of business of the Company.
- Sitting fees : He shall not be entitled to sitting fees for Meetings of the Board/ Committees of the Board attended by him.
- Agreement is terminable by either party giving , (1) month advance notice in writing to the other party or by making a payment of equivalent salary in lieu thereof.
- However, the Company may terminate this Agreement forthwith by notice in writing to Mr. Pravin Hiralal Shah, if he shall become bankrupt or make any composition or arrangement with his creditors or if he shall cease to be a Director or shall commit a breach of any of the terms, conditions and stipulations herein contained and on his part to be observed and performed.

- During his term, Mr. Pravin Hiralal Shah shall abide by the provisions of the Company Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- This agreement is subject to the jurisdiction of the Courts of Vadodara.
- During the tenure of his appointment as a Whole time Director, he shall be liable to retire by rotation.

Considering his educational qualification, wide and varied experience and business acumen, long service with the Company the Board considers that his association with the Company in the capacity of the Whole Time Director, will immensely benefit the Company.

The agreement between the Company and Mr. Pravin Hiralal Shah is available for inspection by the members of the Company at its Registered Office between 3.00 p.m. and 5.00 p.m. on any working day of the Company.

None of the Directors / Key Managerial Personnel / their relatives, except himself, is concerned or interested in any way in passing of the resolution as set out at Item No. 6 of the Notice.

The Board recommends the resolution at Item No.6 of the accompanying Notice for approval and adoption.

**Date: 13-08-2016**

**Place: Vadodara**

**By Order of the Board of Directors,**

**Nitin Mistry  
Company Secretary**

**Details Of Directors Seeking Appointment / Re-Appointment at the Annual General Meeting  
(Pursuant to SEBI (LODR) Regulation, 2015)**

<b>Name</b>	<b>Mr. Dinesh Kamdar</b>	<b>Mr. Udaybhai Premjibhai Madhwani</b>	<b>Mr. Divyakant Zaveri</b>	<b>Mr. Pravin Shah</b>
DIN	01657591	01842773	01382184	01881862
Date of Birth	06/11/1943	19/03/1964	28/06/1948	02/06/1952
Date of Appointment	17/01/2011	17/01/2011	08/08/2015	02/11/1992
Qualifications	B.Com. B.A. CA, IIB	Diplome Electrical Engineer	B.Com. ( Hons.) Chartered Accountant	B.Com.
Expertise in specific functional areas	In all 45 Years of Experience; 35 Years experience in Banking Finance & 10 Years in Manufacturing Sector.	Manufacturing & Technical areas of Operation	Accounts, Finance, Taxation & Corporate Management	Technical & Commercial
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1	None	2	None
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.	None	None	02	None
Number of shares held in the Company	0	0	0	49,900

**ATTENDANCE SLIP**

PLEASE FILL THE ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING VENUE.

Joint shareholders may obtain additional Attendance Slip on request.

L.F.No / D.P.Id & Client Id :  
 No. of Share(s) held :  
 Name of Members and :  
 Address of Member(s)

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 24<sup>th</sup> Annual General Meeting of Company held on Friday, the 30<sup>th</sup> September, 2016 at 11.00 a.m at its Registered Office at Plot No: 488-489/P, Baroda-Savli highway, Village:Tundav, Tal: Savli,Dist: Vadodara - 391 775, Gujarat

**Name of the Member/Proxy**

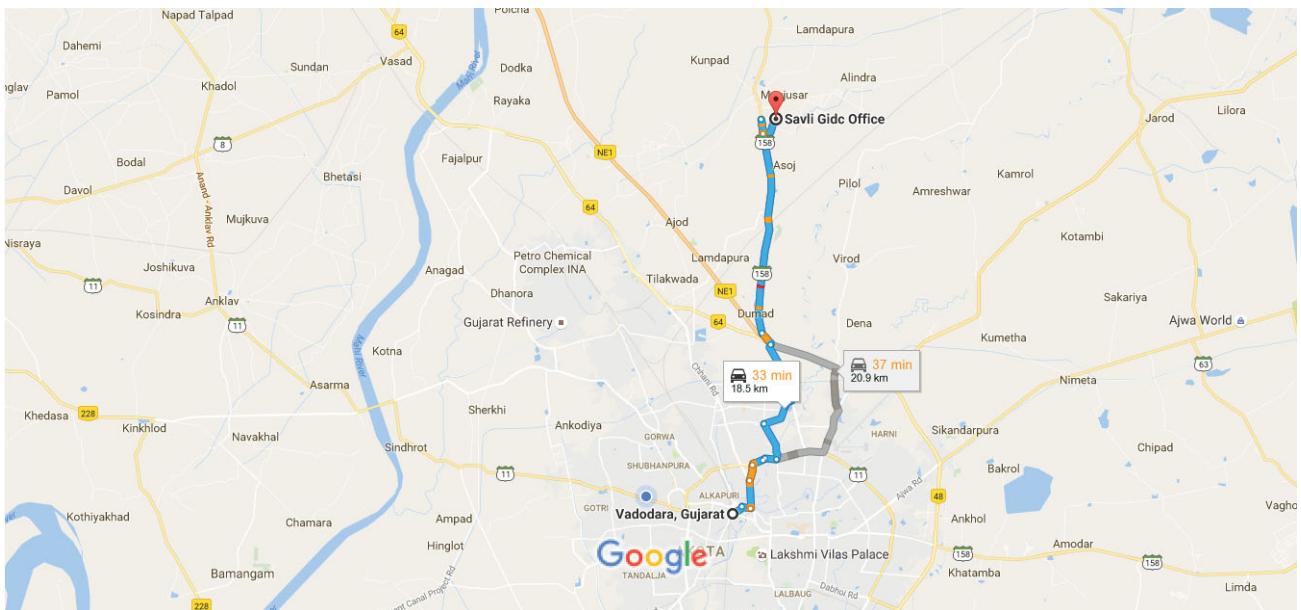
**Signature of the Member/Proxy**

**Notes:**

- Members/Proxy holder are requested to bring their copies of the Annual Report with the Meeting.
- Please carry with you this Attendance Slip and hand over the same duly signed at the space provided at the entrance of the Meeting Hall.

.....TEAR HERE.....

**ROUTE MAP OF AGM VENUE**



**GUJARAT CONTAINERS LIMITED**

CIN: L28120GJ1992PLC017081

Regd. Office : Plot No: 488-489/P, Baroda-Savli highway,

Village:Tundav, Tal: Savli,Dist: Vadodara - 391 775 Gujarat

Phone : +91(2667) 262084, 262220, E-mail id: info@gujaratcontainers.com , Website:. www.gujaratcontainers.com

**FORM NO.MGT-11****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN : L28120GJ1992PLC017081  
 Name of the Company : Gujarat Containers Limited  
 Registered Office : Plot No: 488-489/P, Baroda-Savli highway, Village:Tundav, Tal: Savli, Dist : Vadodara - 391 775 Gujarat

Name of the members	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID / L.F.No.	

I/We being a member / members of \_\_\_\_\_ shares of the above named company, hereby appoint

- 1) Name : ..... Address : .....  
 Email id : ..... Signature : .....  
 or failing him
- 2) Name : ..... Address : .....  
 Email id : ..... Signature : .....  
 or failing him
- 3) Name : ..... Address : .....  
 Email id : ..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of Company held on Friday, the 30<sup>th</sup> September, 2016 at 11.00 a.m. at its Registered Office at Plot No: 488-489/P, Baroda-Savli highway, Village:Tundav, Tal: Savli,Dist: Vadodara - 391 775, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		For	Against
1.	To adopt Audited Financial Statements of the Company for the year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.		
2.	Ratification of Appointment of Auditors		
3.	To appoint Mr. Dinesh Kamdar as an Independent Director.		
4.	To appoint Mr. Uday Premjibhai Madhwani as an Independent Director.		
5.	To appoint Mr. Divyakant Zaveri as an Independent Director.		
6.	To appoint Mr. Pravinbhai Shah as a Whole Time Director		

Signed..... Day of September, 2016

Affix Re.1 Revenue Stamp
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**Note:**

- The proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- It is optional to indicate your preference. If you leave the "For" or "Against" column blank against any or all resolutions, you proxy will be entitled to vote in the manner as he/she may deem appropriate.
- Your proxy will be entitled to vote in the manner as he/she may deem appropriate at 24<sup>th</sup> Annual General Meeting of Members of the Company, to be held on Friday, the 30<sup>th</sup> September, 2016 at 11:00 a.m. at the Registered Office at Plot No 488-489/P, Baroda-Savli highway, Village: Tundav, Tal: Savli, Dist: Vadodara - 391 775 or at any adjournment thereof.