



GUJARAT TERCE LABORATORIES LIMITED

18th August, 2017

To,
The Department of Corporate Services
The Bombay Stock Exchange,
P J Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 524314

Dear Sir/Madam,

Sub: Intimation of 32nd Annual General Meeting.

We wish to inform you that the 32nd Annual General Meeting of the Company for the financial year 2016-17 will be held on Monday, 25th September, 2017 at 10:00 a.m. at 122/2, Ravi Estate, Bileshwarpura, Chhatral, Gandhinagar-382729 to transact the businesses set out in the notice of the said meeting. A copy of the notice is attached herewith for your information and record.

Kindly take the same on your record.

Thanking you,

Yours Faithfully,

For, Gujarat Terce Laboratories Ltd.

Natwarbhai Prajapati
Managing Director



NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held at 122/2, Ravi Estate, Bileshwarpura, Chhatral, Gandhinagar- 382729 on Monday, 25th September, 2017 at 10:00 a.m. to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2017, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Amritbhai Prajapati [DIN 00699001] who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any amendment, modification, variation, or re-enactment thereof for the time being in force), the appointment of M/s. USS & Associates, Chartered Accountants (Firm Registration No. : 122634W), as the Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting till the conclusion of the 33rd Annual General Meeting be and is hereby ratified and their appointment be at a remuneration to be decided by Board of Directors in consultation with the Auditors plus applicable GST and re-imburement of travelling and out of pocket expenses incurred by them for the purpose of the Audit.”

SPECIAL BUSINESS:

4. Re-appointment of Mr. Natwarbhai P Prajapati (DIN 00031187), as a Managing Director, designated as a “CEO” of the Company

To Consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule-V of the Companies Act, 2013 and Article 86 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Natwarbhai Purushotamdas

Prajapati, as a Managing Director (designated as “CEO”) of the Company with effect from 11/01/2017 to 10/01/2022, as well as the payment of salary and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Natwarbhai Purushotamdas Prajapati.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Natwarbhai Purushotamdas Prajapati, shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V read with Section 196 and 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. Appointment of Mr. Viplav Suryakantbhai Khamar (DIN 07859737) as an Independent Director of the Company

To consider and if thought fit, to pass with and without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Viplav Suryakantbhai Khamar (DIN 07859737), who was appointed as Additional Director with effect from June 27, 2017 and holds office upto the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being qualified for appointment as Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to June 26, 2022. ”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Viplav Suryakantbhai Khamar be paid such fees and



remuneration and profit related commission as the Company may decide from time to time and within the limits prescribed or as may be prescribed from time to time.”

Registered Office: By Order of the Board of Directors
122/2, Ravi Estate,
Bileshwarpura, Chhatral,
Dist: Gandhinagar **Natwarbhai Prajapati**
Place : Ahmedabad Chairman & Managing Director
Date : 11/08/2017 DIN: 00031187

NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Businesses to be transacted at the Annual General Meeting is annexed hereto.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 18th September, 2017 to Monday, 25th September, 2017. (both days inclusive).
- 4) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
- 5) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in Demat form are requested

to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

- 6) The Annual Report 2016-17 of the Company is also available on the Company's website at www.gujaratterce.com and also on the website of the respective Stock Exchange at www.bseindia.com.
- 7) The Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s).
- 8) Members who have received the Notice of Annual General Meeting, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the Annual General Meeting.
- 9) Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rule, 2014 as amended and Regulations 44 of the SEBI (LODR) Regulations, 2015 the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Cut-off date i.e. a date not earlier than seven days before the date of general meeting, are entitled to vote on the Resolutions set forth in this Notice.

Members who have acquired shares after the dispatch of the Annual Report and before the Cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. A person who is not a member as on the Cut-off date should treat this notice for the information purpose only.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

- i. In case of members receiving e-mail from CDSL (for Members whose e-mail addresses are registered with Company/ Depositories):
 - (i) The voting period begins on 22nd September, 2017 at 9.00 am and ends on 24th September, 2017 at 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 of 18th September, 2017 may cast their

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- vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in d-mat 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.
 - If you are a first time user follow the steps given below:

	For Members holding shares in D-mat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both d-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in d-mat 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 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.
- Shareholders can also use Mobile app- 'm-Voting' for e voting. M-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).**
- Note for Non – Individual Shareholders and Custodians**



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- ii. Other Instructions:**
- a) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 31st March, 2017.
 - b) Mr. Ishan P. Shah, Advocate has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - c) The Scrutinizer shall immediately after the conclusion of voting after the Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the company and make, not later than three days of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company. The Chairman or person authorised by him in writing shall declare the results of the voting forthwith.
 - d) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.gujaratterce.com and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared by the Chairman.
 - e) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
 - f) Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Bigshare Services Private Limited immediately.
 - g) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Private Limited.
 - h) Members desiring any information relating to the accounts are requested to write to the Company at least seven days in advance so as to enable the management to keep the information ready.

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Explanatory statement

[Pursuant to section 102 of the Companies Act, 2013]

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2, 3, 4 and 5 of the accompanying Notice:

ITEM NO. 2, 4 & 5

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT and APPOINTMENT at ensuing AGM

NAME OF DIRECTOR	Natwarbhai Purushotamdas Prajapati	Amritbhai Prajapati	Viplav Suryakantbhai Khamar
Date of Birth	01/06/1952	24/05/1954	24/12/1977
Date of Appointment	28/03/1985	01/03/2006	27/06/2017
Qualification	B.Sc., D.Pharm	Diploma in Textile	B.Sc.
Chairman/ Director of other Companies	None*	None*	None*
Chairman/ Member of Committees (including Audit Committee & Stakeholder Committee)	None*	None*	02
No of shares held in the Company	563440	31510	0

***Note :** The Directorship held by director mentioned above do not include directorship of Private Limited Company.

ITEM NO. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act. M/s. USS & Associates, Chartered Accountants (FRN: 122634W), were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 26/09/2015, to hold office till the conclusion of the AGM to be held in the Calendar Year 2020. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at item no. 3 of the Notice.

The Board commends the Resolution for approval by the Members. None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

ITEM NO. 4

Mr. Natwarbhai P Prajapati was re-appointed as Managing Director of the Company at the 27th Annual General Meeting of the shareholders of the Company held on September 28, 2012, for a period of five years w.e.f. January 11, 2012. The Board of Directors of the Company in its meeting held on November 11, 2016, on recommendation of Nomination & Remuneration Committee, re-appointed Mr. Natwarbhai P Prajapati as Managing Director for a period of five years with effect from January 11, 2017 on the terms and conditions approved by the Nomination & Remuneration Committee as given herein below, subject to approval of the shareholders at this Annual General Meeting.

Mr. Natwarbhai Prajapati has been working as Director of the company since 28th March, 1985. Natwarbhai Prajapati is one of the key functionaries in the top management team and

had been associated with the Company for about 32 years.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on approving re-appointment of Mr. Natwarbhai P Prajapati, as Managing Director (designated as "CEO") of the Company for a further period of five years with effect from 11/01/2017 to 10/01/2022. This is subject to the approval of the shareholders at this Annual General Meeting.

The main terms and conditions of re-appointment including remuneration of Mr. Natwarbhai P Prajapati as the Managing Director as set out in the draft agreement, subject to the limits prescribed in Part II of Schedule V of Companies Act, 2013 placed before the meeting are as follows:

- i. Salary: ₹ 1,50,000/- per month which is eligible for revision on a date to be determined by the Nomination & Remuneration Committee.
- ii. Perquisites: The salary of Managing Director excludes all the perquisites listed herein below and the perquisites shall be valued as per the Income Tax Rules, 1962, as may be applicable.;
 - a) Medical Re-imburement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
 - b) Leave Travel Concession: For self and family.
 - d) Personal Accident Insurance/Group Life Insurance will be in accordance with the rules of the Company
 - e) Provident Fund/Pension: Contribution to Provident Fund and Pension Fund to the extent such



contributions, either singly or put together are exempt under the Income Tax Act, 1961.

- f) Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.

Other terms and conditions:

In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company. Except Mr. Amritbhai Prajapati himself, Mr. Natwarbhai Prajapati and Mr. Sureshbhai Prajapati or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 4.

ITEM NO.5

Mr. Viplav Suryakantbhai Khamar, age 39 years, was appointed as Additional Director of the Company in the category of Non-Executive Independent Director w.e.f. June 27, 2017.

He is a member of the Audit Committee, a member of the Nomination and Remuneration Committee and a member of the Stakeholder Relationship Committee of Company. Mr. Viplav Suryakantbhai Khamar does not hold any equity share of the Company. Mr. Viplav Suryakantbhai Khamar is not related to any other directors of the Company.

Mr. Viplav Suryakantbhai Khamar was appointed as an Additional Independent Director w.e.f. June 27, 2017. His appointment is proposed to be regularized at the ensuing annual general meeting of the company for a period of five consecutive years i.e. June 26, 2022. Since he was appointed a director w.e.f. June 27, 2017, no board meeting was attended by him during 2016-17. A notice has been received from a member proposing Mr. Viplav Suryakantbhai Khamar as a candidate for the office of Director of the Company as Independent Director.

In the opinion of the Board, Mr. Viplav Suryakantbhai Khamar fulfills the conditions specified in Section 149(6) read with Schedule IV of the Companies Act, 2013 and rule made thereunder for his appointment as an Independent Director of the Company and is independent of the management. The copy of the letter of appointment of Mr. Viplav Suryakantbhai Khamar as an Independent Director setting out the terms and conditions would be available for inspection by a member at the Corporate Office of the Company during normal business hours on any working day to the Company.

Except Mr. Viplav Suryakantbhai Khamar, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

Registered Office:
122/2, Ravi Estate,
Bileshwarpura, Chhatral,
Dist : Gandhinagar
Place : Ahmedabad
Date : 11/08/2017

By Order of the Board of Directors

Natwarbhai Prajapati
Chairman & Managing Director
DIN: 00031187