

AURO LABORATORIES LIMITED**BOARD OF DIRECTORS**

Sharat Deorah	Chairman & Managing Director
Siddhartha Deorah	Director
Kailash Chandra Bubna	Director
Govardhandas Aggarwal	Director
Kavita V. Sharma	Director

AUDIT COMMITTEE

Kailash Chandra Bubna	Chairman
Govardhandas Aggarwal	Member
Siddhartha Deorah	Member

COMPANY SECRETARY

Shanu Patania

REGISTERED OFFICE & FACTORY

CIN No.: L33125MH1989ALC051910
 K-56 M.I.D.C. Industrial Area, Tarapur
 Boisar, Dist. Thane 401 506, Maharashtra

ADMINISTRATIVE OFFICE

314, 3RD Floor, T.V. Industrial Estate,
 S. K. Ahire Marg, Worli, Mumbai 400 030,
 Tel. No.: 022-6663 5456
 Fax No.: 022-6663 5460
 Email: auro@aurolabs.com
www.aurolabs.com

AUDITORS

M/s Kothari Jain & Associates
 Chartered Accountants

BANKERS

Allahabad Bank, Fort Branch, Mumbai.

REGISTRAR & SHARE TRANSFER AGENT

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED

[Unit : AURO LABORATORIES LIMITED]

Unit No 1, Luthra Industrial Premises, Near Safed Pool,
 Andheri Kurla Road, Andheri [East], Mumbai 400 072.

Tel. : 022 2851 5644/2851 5606

Email: sharexindia@vsnl.com

www.sharexindia.com

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 26th Annual General Meeting (AGM) of the Members of **AURO LABORATORIES LIMITED** will be held on Friday, September 25th 2015 at 12 noon at the registered office of the Company at K-56, M.I.D.C. Industrial Area, Tarapur, Boisar, Dist. Thane, Maharashtra – 401 506 to transact, with or without modification(s) 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, 2015, the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sharat Deorah, having Director's Identification Number 00230784 who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Kothari Jain & Associates, Chartered Accountants, Mumbai (Firm Registration Number 113041W with the Institute of Chartered Accountants of India), as Auditors of the Company, by resolution passed at the 25th AGM until the conclusion of 28th AGM, be and is hereby ratified for one year and accordingly they continue to hold office from the conclusion of the 26th AGM until the conclusion of the 27th AGM on such remuneration as may be agreed upon by the Audit Committee/ Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS:

4. 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 the Act and Articles of Association of the Company, Mrs. Kavita Vijayakant Sharma (DIN: 07139910), who was appointed as an Additional Director of the Company on 27th March, 2015, and who holds office until the date of the AGM, in the terms of section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose, Mrs. Kavita Vijayakant Sharma as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company."

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

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

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

RESOLVED FURTHER THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Registered Office:
K-56, M.I.D.C.,
Tarapur Industrial Area,
Thane– 401506
May 28, 2015

For and on behalf of the Board
For AURO LABORATORIES LIMITED

SHARAT DEORAH
(DIN: 00230784)
CHAIRMAN & MANAGING DIRECTOR

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED 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. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 17.

3. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.

4. 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 relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from **22/09/2015 to 24/09/2015** (both days inclusive).

7. 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 the Depository Participants with whom they maintain their demat accounts. Member sholding shares in physical form should submit their PAN to the Registrar /Company.

8. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

9. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.

10. The Company's shares are listed on BSE Limited, Mumbai.

11. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/S.SHAREX DYNAMIC (INDIA) PVT.LTD.

[Unit: Auro Laboratories Limited]

Unit No.1, Luthra Ind. Premises, AndheriKurla Road,
Safed Pool, Andheri (East), MUMBAI - 400 072

Tel: 022 2851 5606 / 2851 5644

Email: sharexindia@vsnl.com

12. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m.and 1.00 p.m. upto the date of the Annual General Meeting

13. Members/Proxies holding their Shares in physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.

14. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.

15. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form; they must quote their DP ID and Client ID Number.

16. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically

17. Voting through electronic means:

(i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

(ii) The Board of Directors of the Company has appointed Mr. Mahesh Soni, Partner, GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

(iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

(iv) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide-voting facility.

(v) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **18th September, 2015**.

(vi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **18th September, 2015** only shall be entitled to avail the facility of e-voting/ remote e-voting.

(vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **18th September, 2015** may obtain the User ID and password from SHAREX DYNAMIC (INDIA) PVT. LTD(Registrar & Transfer Agents of the Company).

(viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.aurolabs.com) and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.

(ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **September 25, 2015**.

(x) The instructions for shareholders voting electronically are as under:

(i) The voting period begins at **9.00 a.m. (IST) on September 22, 2015 and ends at 5.00 p.m. (IST) on September 24, 2015**. 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 **September 18, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website 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 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) • 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yy 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. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (ix) Members holding shares in physical form will then 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 for the relevant Auro Laboratories Limited 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) If Demat account holder has forgotten the same 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, NRIs 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 they have to create a corporate user who would be able to link the accounts they would be able to caste their vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office:
K-56, M.I.D.C,
Tarapur Industrial Area,
Thane- 401506
May 28, 2015

For and on Behalf of the Board
For AURO LABORATORIES LIMITED

SHARAT DEORAH
(DIN: 00230784)
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO.4:

The Board of Directors of the Company, pursuant to the provisions of section 161 (1) of the Act and the Articles of Association of the Company, appointed Mrs.Kavita Vijayakant Sharmas Additional Director of the Company. In terms of the provisions of Section 161 (1) of the Act, the above Director would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing her candidature for the office of the Director of the Company. Mrs.Kavita Vijayakant Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

None of the Directors of the Company and their relatives, other than the above Director for her respective appointment is are concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the resolution at Item No. 4 of the Notice for approval of the members by an Ordinary Resolution.

ITEM NO.5:

The Articles of Association ("AOA") of the Company is presently in force since incorporation. The existing Articles of Association was in line with the erstwhile Companies Act 1956, which is no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deals with the general working of companies stand notified. With the coming into force of the New Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on May 28, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of Association of the Company would be available for inspection, for the members at the Registered Office of the Company during the office hours on any working day, between 11.00 a.m. to 1.00 p.m.

None of the Directors / Key Managerial Personnel of the Company / their relatives is/are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders of the Company.

The Board recommends the resolution set out at Item No.5 of the Notice for approval of the Members by a Special Resolution.

Registered Office:
K-56, M.I.D.C,
Tarapur Industrial Area,
Thane- 401506
May 28, 2015

For and on behalf of the Board
For AURO LABORATORIES LIMITED

SHARAT DEORAH
(DIN: 00230784)
CHAIRMAN & MANAGING DIRECTOR

DIRECTORS' REPORT TO THE SHAREHOLDERS

To,
The Members,
AURO LABORATORIES LIMITED

Your Directors have great pleasure in presenting the 26th Annual Report together with the Audited Accounts for the year ended March 31, 2015.

1. FINANCIAL PERFORMANCE:

PARTICULARS	Year ended 31.03.2015 Rs. In Lacs	Year ended 31.03.2014 Rs. In Lacs
Gross Income	3288.84	3380.64
Profit (Loss) before tax	80.39	57.90
Tax Expense:		
Current tax expense for current year	0.00	0.00
Deferred tax	0.00	0.00
Tax expense for Earlier years	0.00	0.00
Profit (Loss) for the period	80.39	57.90

FINANCIAL HIGHLIGHTS FOR THE PAST 3 YEARS:

	(Rs. in Lacs)		
Particulars	2014-15	2013-14	2012-13
Total revenue	328.80	338.06	443.43
Profit before depreciation and amortization	151.96	131.57	148.15
Depreciation and amortization	71.58	73.67	71.50
Profit before exceptional items & tax	80.38	57.90	76.65
Exceptional items	-	-	-
Profit before tax	80.38	57.90	76.65
Tax expense	-	-	-
Net profit after tax	80.38	57.90	76.65
Equity shares (Numbers)	6232500	6232500	6232500
EPS (Rs.)	1.29	0.93	1.23

2. REVIEW OF OPERATIONS:

During the year under review, the Company earned total revenue of Rs. 3288.84 Lacs as against Rs. 3380.64 Lacs in the previous year. The Profit before tax was Rs. 80.39 Lacs as against Profit of Rs. 57.90 Lacs in the previous year.

Your Company is undertaking expansion plan in existing unit to increase production capacity and undertaking active efforts towards accelerating the growth speed and is optimistic about better performance in the future..

3. DIVIDEND & TRANSFER TO RESERVES:

To consolidate the financial position of the Company, the Board does not propose any dividend for the year ended March 31, 2015. The Board does not propose to transfer any amount to General Reserves for the aforesaid financial year.

4. SHARE CAPITAL OF THE COMPANY:

The Paid up Equity share Capital, as at 31st March, 2015 was Rs.623,25,000/- divided into 62,32,500 Equity shares, having face value of Rs.10/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock neither options nor sweat equity.

5. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

The Company does not have any subsidiaries, joint ventures or associate companies.

6. MATERIAL CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of business activities during the Financial Year 2014-15.

7. BOARD OF DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Sharat Deorah, Director of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

During the year under review, the Company has appointed Mrs. Kavita Vijayakant Sharma as an Additional Director at the Board Meeting held on 27th March, 2015. Your Board proposes to regularize her appointment at the forthcoming Annual General Meeting.

8. DECLARATION BY INDEPENDENT DIRECTOR (S):

Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act.

9. DIRECTORS RESPONSIBILITY STATEMENT:

As required under the provisions of Section 134 of the Companies Act, 2013, your Director's report that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure, if any';
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;.
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- iv. The Directors had prepared the annual accounts on a going concern basis.
- v. The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. KEY MANAGERIAL PERSONNEL:

During the year under review, the Company has appointed the following persons as the Key Managerial Personnel.

Sr. No.	Name of the Person	Designation
1.	Mr. Sharat Deorah	Managing Director
2.	Mr. Amit Shah	Chief Financial Officer
3.	Ms. Shanu Patania	Company Secretary