

ANNUAL REPORT 2022-2023





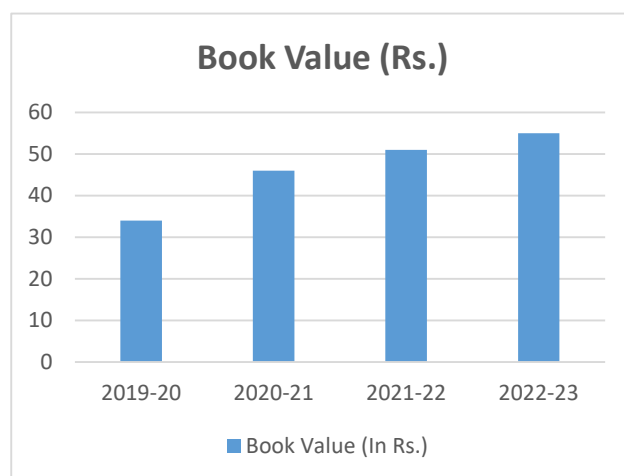
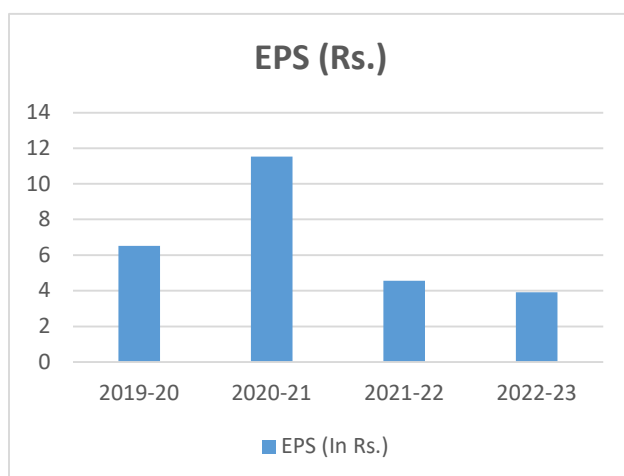
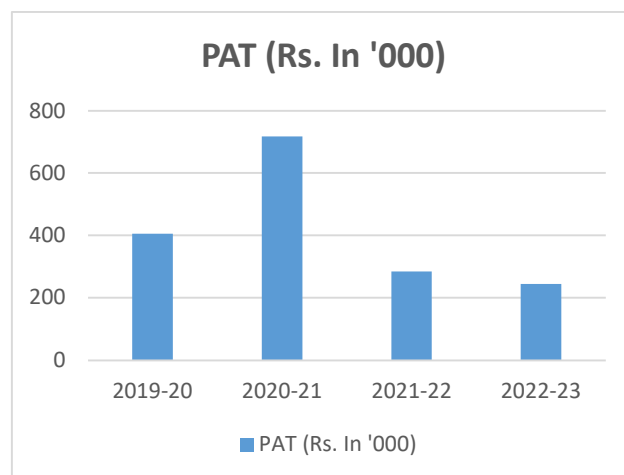
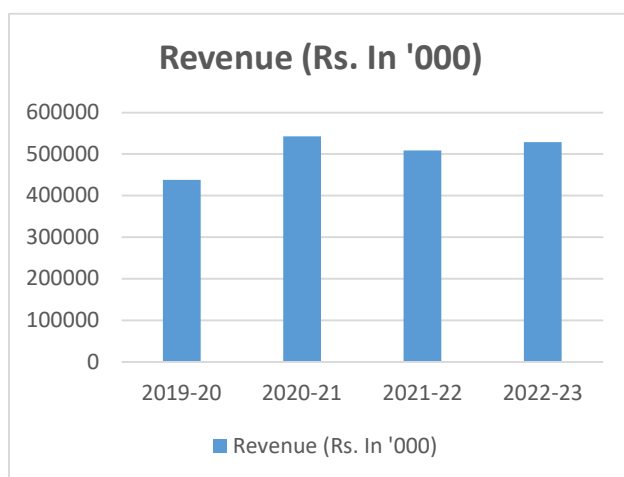
API Products

Metformin Hydrochloride

Chlorzoxazone

Chlorphenamine Maleate

Performance Indicators



Corporate Information

Board of Directors:

Mr. Sharat Deorah

Chairman & Managing Director

Mr. Siddhartha Deorah

Whole Time Director

Mr. Kiran Suresh Kulkarni

Whole Time Director

Ms. Kavita Vijayakant Sharma

Independent Non-Executive Director

Mr. Govardhan Das Agarwal

Independent Non-Executive Director

Mr. Kailash Chand Bubna

Independent Non-Executive Director

Chief Financial Officer

Mr. Amit Mahipat Shah

Company Secretary & Compliance Officer:

CS Sweta Agarwal

Auditors:

Statutory Auditors:

Khurdia Jain & Co.,

Chartered Accountants

Cost Auditors:

Poddar & Co.,

Cost Accountants

Secretarial Auditors:

GMJ & Associates,

Company Secretaries

Administrative Office:

314, 3rd Floor, T.V Industrial Estate,

S.K. Ahire Marg, Worli, Mumbai – 400 030

Tel. No. 022-66635456

Fax No. 022-66635460

Email: auro@aurolabs.com

Registered Office &

Factory Address:

K-56 MIDC Tarapur Industrial Area,

Thane, Dist. Palghar,

Maharashtra- 401 506

CIN:

L33125MH1989PLC051910

Website:

www.aurolabs.com

Registrar & Share Transfer

Agent:

Purva Shareregistry (India) Private Limited

Unit no.9 Shiv Shakti Industrial Estate ,

J. R. Boricha Marg. Lower Parel (E),

Mumbai, Maharashtra 400 011

Tel: 91-22-2301 2518 / 6761

Email: support@purvashare.com

Web: www.purvashare.com

Bankers

Indian Bank

Fort Branch, Mumbai

Listing of Equity Shares

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001

(Scrip Code : 530233)

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Auro Laboratories Limited

Reg.Off / Mfg.Unit : K-56, M.I.D.C. Tarapur, Dist. Palghar, Maharashtra – 401506
Admin Office: 314, T.V. Industrial Estate, S.K. Ahire Marg, Worli, Mumbai – 400 030 India
CIN No. L33125MH1989PLC051910
Tel. : + 91 22 6663 5456 Fax : + 91 22 6663 5460
Email : auro@aurolabs.com Web : www.aurolabs.com

Notice of the 34th Annual General Meeting

NOTICE is hereby given that the **Thirty Fourth (34th) Annual General Meeting (AGM)** of the Members of **Auro Laboratories Limited** will be held on **Saturday, September 23, 2023 at 11.30 AM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** 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 year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors thereon**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors thereon be and is hereby received and adopted."

2. **To appoint a director in place of Mr. Siddhartha Deorah (DIN: 00230796) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Siddhartha Deorah (DIN: 00230796) as a director, who is liable to retire by rotation."

3. **To consider and approve the appointment of M/s. Kothari Jain & Associates, Chartered Accounts, (Firm Registration No. 113041W) as Statutory Auditors of the Company for a term of five years**

To consider and, if thought fit, pass the following resolution(s) 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 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force) M/s. Kothari Jain & Associates, Chartered Accounts, (Firm Registration No. 113041W) be and are hereby appointed as the Statutory Auditors of the Company for a period of 5(five) years to conduct the Statutory Audit from Financial Year 2023-2024 to Financial year 2027-2028 and to hold office from the conclusion of 34th Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year 2027-2028, on such remuneration & terms of engagement, as may be mutually agreed between the Board/ Audit Committee and the Auditors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

SPECIAL BUSINESS:

4. **To appoint M/s. Kothari Jain & Associates, Chartered Accounts, (Firm Registration No. 113041W) as Statutory Auditors of the Company to fill-in casual vacancy arisen due to resignation of M/s Khurdia Jain & Co., Chartered Accountants, FRN: 120263W**

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

"RESOLVED THAT subject to the provisions of Section 139(8) of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any and pursuant to recommendation made by the Audit Committee and Board of Directors at its meeting held on July 31, 2023, M/s. Kothari Jain & Associates, Chartered Accounts, (Firm Registration No. 113041W), be and are hereby appointed as statutory auditors of the company to fill casual vacancy caused by resignation of M/s Khurdia Jain & Co., Chartered Accountants, FRN: 120263W, and they shall hold office until the conclusion of the 34th Annual General Meeting, on such terms of engagement including remuneration, as may be mutually agreed between the Board/ Audit Committee and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

5. **To ratify the remuneration payable to M/s. Poddar & Co., Cost Auditors for the Financial Year 2023-2024:**

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

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, members of the Company hereby ratify and approve the remuneration of ₹60000/- (Rupees Sixty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit at actuals, if any, payable to M/s. Poddar & Co., Cost Accountants, Firm Registration Number: 101734, who have been appointed as Cost Auditors by the Board of Directors of the Company, to conduct cost audit of the cost records of the Company for the financial year ending FY 2023-2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

6. **To appoint Mr. Vishal Kailashchandra Jhunjhunwala (DIN: 00359872) as a Non-Executive Independent Director of the Company**

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 Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable

provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Vishal Kailashchandra Jhunjhunwala (DIN: 00359872) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from August 23, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) years till August 22, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Re-Appointment of Mr. Kiran Suresh Kulkarni (DIN 09175595) as Whole-Time Director of the Company for a term of 3 years:

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 Sections 196, 197, Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in accordance with Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for re-appointment of Mr. Kiran Suresh Kulkarni (DIN 09175595) as the Whole time Director of the Company for a period of 3 (Three) Years w.e.f. May 24, 2024, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Kiran Suresh Kulkarni (DIN 09175595), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

By order of the Board of Directors
For Auro Laboratories Limited

(Sweta Agarwal)
Company Secretary
(Membership No.: F10753)

CIN No. L33125MH1989PLC051910
Mumbai, August 23, 2023

NOTES:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘Act’) setting out material facts concerning the business under Item Nos. 4 to 7 set out above are annexed hereto. Further, the relevant details with respect to Item Nos. 3, 4, 6 & 7 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional/ Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM or to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company at agm@aurolabs.com or upload on the VC portal /e-voting portal.
6. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write well in advance to the Company at agm@aurolabs.com and the same will be replied by the Company suitably.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members in electronic mode. Members who wish to inspect the documents are requested to write to the company by sending e-mail at agm@aurolabs.com.
8. As per the provisions of Clause 3.A.III of the General Circular No. 20/ 2020 dated 5th May 2020 issued by MCA, the matters of Special Business as appearing at Item Nos. 4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. shall be allowed to attend the meeting without restriction.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, further extended by MCA General Circular no. 2/2022 dated May 05, 2022 and SEBI Circular

SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, the Notice of the AGM along with the Annual Report 2022-23 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.

Notice calling the AGM has also been uploaded on the website of the Company at www.aurolabs.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).

Members who have not registered their email addresses are requested to register the same for receiving all communication from time to time including Annual Report, Notices, Circulars, etc. from the Company electronically.

- a. For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: agm@aurolabs.com or support@purvashare.com
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The Company is not required to close Register of Members and Share Transfer Books for the purpose of AGM.

13. Dematerialization:

Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides risks associated with physical certificates such as fake certificates, bad deliveries, loss of certificates in transit, get eliminated. Since there are several benefits arising from dematerialization, we sincerely urge you to dematerialize your shares at the earliest, if you are still holding the shares in physical form.

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.aurolabs.com and on the website of the Company's RTA, Purva Sharegistry (India) Private Limited at www.purvashare.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

14.1. **For shares held in electronic form:** to their Depository Participants (DPs)

14.2. **For shares held in physical form:** to the Company/ Registrar and Transfer Agents (RTA) in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

15. 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.

PURVA SHAREREGISTRY (INDIA) PRIVATE LIMITED

[Unit: Auro Laboratories Limited]

Unit no. 9 Shiv Shakti Ind. Estt.

J. R. Boricha Marg, Lower Parel (E) Mumbai 400 011

Tel: 91-22-2301 2518 / 6761

Email: support@purvashare.com Web: www.purvashare.com

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the registrar, the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.aurolabs.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to our RTA in case the shares are held in physical form.
18. The Company's shares are listed on BSE Limited, Mumbai.
19. 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.
20. The business set out in the Notice will 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. 24 & 25. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the