



Aarey

DRUGS & PHARMACEUTICALS LTD.

**27th Annual Report
2016 - 2017**

BOARD OF DIRECTORS

Mihir R. Ghatalia
Jagdish K. Shah
Lalit R. Tulsiani
Chetan K. Mehta
Satish M. Sheth
Damyanti P. Ghatalia

Managing Director
Chairman
Director
Independent Director
Independent Director
Woman Director

KEY MANAGERIAL PERSONNEL

Rajesh P. Ghatalia
Sweta Poddar

Chief Financial Officer
Company Secretary

REGISTERED OFFICE

E-34, M.I.D.C.,
Tarapur, Boisar,
Dist. Palghar.
Pincode - 401 506.

HEAD OFFICE

107, Sahakar Bhavan,
340/348, Narshi Natha Street,
Masjid, Mumbai - 400 009.

WORKS

E-34, M.I.D.C.,
Tarapur, Boisar,
Dist. Palghar.
Pincode - 401 506.

BANKER

DENA BANK
Andheri (West), Mumbai

AUDITORS

DMKH & Co.
803-804, Ashok Heights,
Opp Saraswati Apt.
Niklaswadi Road,
Near Bhuta School,
Old Nagardas X Road,
Gundavali, Andheri (E),
MUMBAI 400 069.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AAREY DRUGS & PHARMACEUTICALS LIMITED WILL BE HELD ON FRIDAY 29TH SEPTEMBER, 2017 AT E-34, MIDC, TARAPUR, BOISAR, DIST. THANE AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2017, the Balance sheet as on that date and the reports of Directors and Auditors thereon.

"RESOLVED THAT the Audited Profit & Loss Account for the year ended 31st March, 2017, the Balance sheet as on that date and the reports of Directors and Auditors thereon be and hereby approved."

2. To appoint a Director in place of Mrs. Damiyanti P Ghatalia, who retires by rotation and, being eligible, offers herself for reappointment.

"RESOLVED THAT Mrs. Damiyanti P Ghatalia who retires by rotation at this Annual General Meeting be and is hereby appointed as Director of the Company, liable to retire by rotation."

3. To appoint M/s DMKH and company, as auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting and authorise the Board of Directors to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of section 139 and any other applicable provisions of the Companies Act, 2013 M/S. DMKH and Company, Chartered Accountants, Mumbai be and are hereby appointed as Auditors of the Company to hold office from conclusion of this meeting until the conclusion of the 29th Annual General Meeting to be held in the calendar year 2019 subject to ratification by the members at every Annual General Meeting and that the Board of Directors be and hereby authorized to fix their remuneration."

4. **Sub-Division of Equity Shares of the Company from the Face Value of Rs. 10/- per Equity Share to Re. 1/- per Equity Share**

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

"RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and all other applicable provisions, if any, 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) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents,

permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each be sub-divided into 10 (Ten) Equity Shares having a face value of Re. 1/- (Rupee One only) each.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix the Record Date for the purpose of the Sub-division and to do all such acts, deeds, matters and to take steps as may be necessary including the delegation of all or any of the powers herein conferred, to any Director(s), Company Secretary or any other officer(s) of the Company, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all such deeds, applications, documents, undertakings and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution".

By order of the Board of Directors
FOR AAREY DRUGS & PHARMACEUTICALS LIMITED

Mihir R. Ghatalia
Managing Director

REGISTERED OFFICE :
E-34, MIDC, BOISAR,
TARAPUR, DIST. PALGHAR

Date : 14th August, 2017
Place : Mumbai

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

A proxy form duly completed and stamped, must reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

- The register of members and the share transfer books of the company will remain closed from 23rd September'2017 to 29th September'2017 (both days inclusive) in connection with the Annual General Meeting.
- Members are requested to send all transfer deeds, share certificates and other correspondence relating to registration of transfers, transmission endorsement of payment of allotment moneys, change in their address etc to the Registrar & Share Transfer Agents i.e

LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound, L. B. S. Marg,
Bhandup (West), Mumbai - 400 078.

- As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed and reappointed is furnished below:

1.	Name Of Director	Mrs. Damiyanti P. Ghatalia
2.	Age	88 yrs
3.	Date of Appointment	14.02.2015
4.	Qualification	B.Com
5.	Directorship held in other Limited Companies (Excluding Foreign Companies)	One
6.	Committee position held in other companies	NIL
7.	Number of Shares held	1292337

- The Annual Report and Notice for the 27th AGM along with Attendance slip and Proxy form, is being send by electronic mode to all the shareholders whose email address are registered with the Company/ Depository Participant unless a member has requested for a hard copy of the same. For members who have not registered their email address, physicals copies have been send through permitted mode. Members are requested to bring their copy of the Annual Report at the meeting.

- Voting through electronic means:**

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules the company is pleased to offer evoting facility to its members to cast their vote electronically for the 27th Annual General Meeting of the Company on 29th September, 2017. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL") for providing e-voting facilities to the Members enabling them to cast their vote in a secure manner.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

Log on to the e-voting website www.evotingindia.com

- (i) Click on "Shareholders" tab.
- (ii) 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.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) 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.
- (v) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	<p>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.</p> <p>Members who have not updated their DOB with the Company/ Depository Participant are requested to use 29.09.2017 in the DOB field.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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.</p>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Aarey Drugs & Pharmaceuticals Limited<Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) **In case of members receiving the physical copy:** Please follow all steps from sl. no. (i) to sl. no. (xv) above to cast vote.
- (xvii) The e-voting period shall commence on September 26, 2017 (9:00 a.m. onwards) and ends on September 28, 2017 (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 (record date) of 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xviii) Mr. Virendra Bhatt, Whole time Practicing Company Secretary, Mumbai has been appointed Scrutinizer to scrutinize the evoting process in a fair and transparent manner.
- (xix) The Scrutinizer shall within a period not exceeding two days from the conclusion of evoting period unblock the votes in the presence of two witnesses not in employment of the Company and make scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the Company.
- (xx) The Results shall be declared on or after the AGM of the Company. The Result declared alongwith the Scrutinizer's Report shall be placed on the Company website at www.aareydrugs.com within two days of passing of the resolutions of the AGM and communicated to BSE Limited.
- ((xxi) 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.

By order of the Board of Directors
FOR AAREY DRUGS & PHARMACEUTICALS LIMITED

Mihir R. Ghatalia
Managing Director

REGISTERED OFFICE :

E-34, MIDC, TARAPUR,
BOISAR, DIST. PALGHAR

Date : 14th August, 2017

Place : Mumbai

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4.**

The Equity Shares of your Company are listed and actively traded on BSE Limited. The market price of the Equity Shares of your Company has witnessed a significant rise over a period of time. High price of the Equity Shares of the Company keeps the small retail investors away from trading in your Company's Equity Shares leading to reduction in the liquidity of the shares of your Company in the Stock Market.

In order to improve the liquidity of your Company's Equity Shares in the Stock Market with higher floating stock in absolute numbers and to encourage the participation of small investors by making the Equity Shares of the Company affordable, the Board of Directors of the Company, at its Meeting held on 14th August, 2017, considered and approved the sub-division of one Equity Share of the Company having a face value of Rs. 10 each into ten Equity Shares of face value of Re.1 each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of the Equity Shares is in the best interest of the Company and the investors.

None of the Directors and/or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective Shareholding in the Company to the same extent as that of every other Shareholder of the Company.

The Board recommends passing of the resolution as set out under Item No. 4 for approval of the members as an ordinary resolution.

By order of the Board of Directors
FOR AAREY DRUGS & PHARMACEUTICALS LIMITED

Mihir R. Ghatalia
Managing Director

REGISTERED OFFICE :
E-34, MIDC, BOISAR,
TARAPUR, DIST. PALGHAR

Date : 14th August, 2017
Place : Mumbai

DIRECTORS REPORT

To,
The Shareholders,
Your Directors have pleasure in presenting the Twenty Seventh Annual Report together with Audited Accounts for the year-ended 31st March, 2017.

FINANCIAL RESULTS:

	(In ₹)	(In ₹)
Particular	31 st March 2017	31 st March 2016
Income	3993041199.00	2491656459.00
Expenditure	3913257382.00	2473526508.00
(Loss) / Profit Before Exceptional Item & Tax	79783817.00	18129951.00
Profit Before Tax	79783817.00	18129951.00
(Less)/ Add: Tax Expenses	(20965976.00)	(523604.00)
Balance Carried To Balance Sheet	58817842.00	12893548.00

REVIEW OF OPERATIONS & FUTURE OULLOOK

CREATING NEW CAPACITIES: Company has commenced manufacturing of Mono Methyl Urea & Di Methyl Urea as decided in june' 2016 . Company has further added new products i.e. Erithromycin Derivates & Mafenamic Acid with capacity of 10 m.t. & 25 m.t. respectively in June' 2017. Company will start production of new products i.e. Theobromine & Theophylline by March,2018 Necessary steps has already taken by the management.

DIVIDEND

Your directors do not recommend any dividend for the year ended 31st March, 2017.

DEPOSITS

The Company has not accepted the deposits from the public as per the Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

CORPORATE SOCIAL RESPONSIBILITY

Since the Company's turnover, net profit and net worth does not exceed the limits mentioned under Section 135 of Companies Act, 2013, the provisions of Corporate Social Responsibility is not applicable to the Company.

DIRECTOR

Mrs. Damiyanti P. Ghatalia, Director of the company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment.