



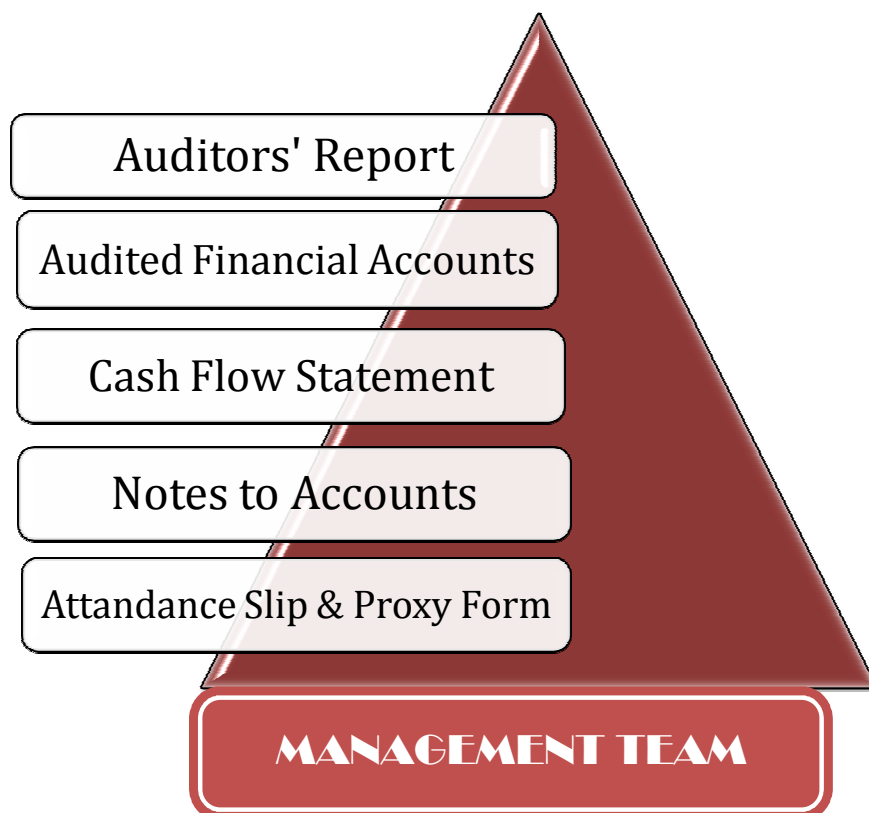
**2013-2014**

# **20th Annual Report**



*Expanding the Horizons with Quality*  
**Expanding the Horizons with Quality**

**DETAILS INSIDE**



## **BOARD OF DIRECTORS:**

<b>Name of the Directors</b>	<b>Designation</b>	<b>Directors' Identification Number (DIN)</b>
Mr. Peeyush Kumar Aggarwal	Director	00090423
Mr. Sachin Garg	Director	03320351
Mr. Kamal Kishore Sharma	Independent Director	02039980
Mr. Brahm Dutt Sharma	Independent Director	02157681
Mr. Manoj Kumar Jain	Independent Director	02573858

**COMPANY SECRETARY & COMPLIANCE OFFICER:** Ms. Anjali Kalra

## **AUDITORS:**

RMA & Associates, Chartered Accountants  
UG – 2, Plot No. 48,  
Hasanpur, IP Extension, Delhi – 110092  
(Firm Registration No. 000978N)

## **BANKERS:**

Indian Overseas Bank  
HDFC Bank  
Vijaya Bank  
State Bank of India

## **CORPORATE OFFICE:**

807, Arunachal Building, 19  
Barakhamba Road, Connaught Place,  
New Delhi-110 001(INDIA)  
Tel No.: 91-11-43571040-45  
FAX : 91-11-42424884  
E-Mail: [mail@advikindia.com](mailto:mail@advikindia.com)  
Website: [www.advikindia.com](http://www.advikindia.com)

## **REGISTERED OFFICE & PLANT:**

138, Roz-Ka-Meo, Industrial Area,  
Sohna, Distt. -Mewat (Haryana) INDIA  
Tel. No.: 0124-2362471,+91-9813179885

**CIN: L74899HR1994PLC038300**

## **SHARE TRANSFER AGENT :**

Beetal Financial & Computer Services (P) Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99, Madangir  
Behind Local Shopping Centre,  
Near Dada Harsukhdas Mandir  
New Delhi -110 062  
Tel: 91-11-29961281/82  
Fax: 91-11-29961284  
E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**NOTICE**

Notice is hereby given that the 20<sup>th</sup> (Twentieth) Annual General Meeting of the Members of **ADVIK LABORATORIES LIMITED** will be held on Tuesday, 30<sup>th</sup> September, 2014 at 10.00 A.M. at its Registered Office at 138, Roz- Ka - Meo, Industrial Area Sohna, Distt. Mewat-122 103 (Haryana) INDIA to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2014, the Profit & Loss account for the period ended on that date, Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Mr. Sachin Garg (03320351), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and thought fit, to pass, with or without modification(s) the following resolution as an ordinary resolution

**"RESOLVED THAT** M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N), the Company's retiring auditors, being eligible and offering themselves for reappointment, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company (subject to the ratification of their appointment at every AGM), at a remuneration as may be agreed upon between the Auditors and the Board of Directors on the recommendations of the Audit Committee of the Board of Directors of the Company."

**SPECIAL BUSINESS:**

**4. Appointment of Mr. Sachin Garg as Managing Director of the Company**

To consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

**"RESOLVED THAT** subject to such consents and permissions, as may be necessary, approval of the Company be and is hereby accorded in terms of Section 196 , 197, 203 and 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), read with Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956), Mr. Sachin Garg (DIN No. 03320351) be and is hereby

appointed as the Managing Director of the company on the terms and conditions as set out hereunder:-

**Terms & Conditions of appointment:**

**i) Tenure:**

Upto five years as may be decided by the Board of Directors. His period of office shall be liable to determination by retire of directors by rotation

**ii) Remuneration:**

**(a) Salary**

Rs. 55,000/- per month. The Board or any Committee thereof in its absolute discretion and from time to time will review the salary payable to Mr. Sachin Garg subject to the provisions of Section 196 and 197 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

**(b) Perquisites**

Perquisites evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.

**(c) Commission on net profits**

Such amount as may be decided by the Board of Directors or a Committee thereof from year to year provided that the total remuneration including salary and perquisites alongwith commission paid to him shall not exceed the limit laid down under Section 197 and 198 and Schedule V of the Companies Act, 2013.

**(d) Minimum Remuneration**

In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration, excluding commission shall be paid to Mr. Sachin Garg as the Managing Director of the Company as the minimum remuneration, subject to necessary approvals, if any.

**iii) Functions:**

Mr. Sachin Garg shall discharge such duties and functions as may be assigned to him by the Board of Directors from time to time.

**iv) Sitting Fees:**

If permissible by law, he shall be entitled to sitting fees in addition to the components of remuneration mentioned above for attending meetings(s) of the Board of Directors or Committees thereof. At present, he is not getting any sitting fees for attending meetings(s) of the Board of Directors or Committees thereof.

**v) Leave:**

As per rules of the Company, but not exceeding one month's leave with full salary for eleven months of service.

## vi) Reimbursement of Expenses:

Reimbursement of all entertainment, travelling, hotel and other expenses incurred by Mr. Sachin Garg during the course of his employment in connection with the business of the company.

## vii) Termination:

The appointment of Mr. Sachin Garg as Managing Director may be terminated by either party by giving to the other one month notice in writing.

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and is hereby authorized to vary or modify any of the above terms and conditions including alter, vary or increase the salary, grade and other remuneration, notwithstanding the same shall exceed the overall remuneration set out as above or as may be prescribed/permissible provided however the same is within the limits laid down in the Schedule V then subsisting, without requiring any further resolution or consent of or reference to the Members and to take all necessary steps, actions, which are incidental and consequential to give effect to the above Resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

## 5. Appointment of Mr. Brahm Dutt Sharma as an Independent Director

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (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. Brahm Dutt Sharma (DIN 02157681), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 26<sup>th</sup> December, 2013 and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 from the date of this Annual General Meeting."

## 6. Appointment of Mr. Manoj Kumar Jain as an Independent Director

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and



Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force ) read with Schedule IV to the Companies Act, 2013, Manoj Kumar Jain ( DIN 02573858), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 26<sup>th</sup> December, 2013 and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 from the date of this Annual General Meeting.”

## **7. Appointment of Mr. Kamal Kishore Sharma as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (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. Kamal Kishore Sharma ( DIN 02039980), Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 a term for five consecutive years from the date of this Annual General Meeting.”

## **8. Appointment of Ms. Madhu Sharma a Director**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re – enactment thereof for the time being in force ), Ms. Madhu Sharma ( DIN 06947852 ), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Women Director of the Company whose term of office shall be liable to determination by retirement of directors by rotation.”

## **9. Approval of remuneration of Cost Auditor of the Company for the Financial Year ending March 31, 2015**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-

enactment thereof for the time being in force), the remuneration of Rs. 50,000/- per annum (Rupees Fifty Thousand Only) plus service tax, as applicable and out of pocket expenses, payable to the Cost Auditors, M/s H A M & ASSOCIATES, appointed by the Board of Directors of the company to conduct the audit of cost records of the company for the pharmaceutical formulation business of the Company for the financial year ending March 31, 2015, be and is hereby ratified and approved."

## **10. Creation of Mortgage/Hypothecation/Charge on the Movable/Immovable Property of the Company**

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

**"RESOLVED THAT** in supersession of all the earlier resolutions passed by the shareholders in this regard and pursuant to Section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions (corresponding to Section 293(1)(a) of the Companies Act, 1956) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof) to create, mortgage/hypothecation and/or charge in addition to the existing mortgages/ hypothecations created/to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan/credit facility obtained or as may be obtained from any lender, financial institution or person or persons from time to time together with interest, costs, charges, expenses and any other money payable by the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or requisite."

**By order of the Board of Directors  
For Advik Laboratories Limited**

**Place: New Delhi  
Dated: 02.09.2014**

**Sd/-  
Peeyush Kumar Aggarwal  
Chairman  
DIN-00090423**



## NOTES:

**1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.**

- 2.** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

- 3.** Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
- 4.** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
- 5.** The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive) for the purpose of the AGM.
- 6.** Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
- 7.** In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
- 8.** Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
- 9.** The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
- 10.** All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
- 11.** Members are requested :
- i) To quote their folio Nos. in all correspondence.
  - ii) To note that no gifts will be distributed at the meeting.

- iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 12.** Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
- 13.** In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.
- 14.** Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
- 15.** Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the evoting facility to the members to exercise their right to vote by electronic means. The Company has fixed 29th August, 2014 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 20th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut off date, i.e., 29th August, 2014 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 20th AGM on 30th September, 2014.

The e-voting period will commence at 10.00 A.M. on 22nd September, 2014 and will end at 05.00 P.M. on 24th September, 2014. The Company has appointed Mr. Ashish Kumar Friends (Membership No. FCS –5129 & CP No. 4056), Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of Beetal Financial & Computer Services (P) Ltd. and CDSL as the Authorised Agencies to provide e-voting facilities.