



*Healthy People, Healthy Nation.*

# **21<sup>st</sup> Annual Report 2014 – 2015**

**ADVIK LABORATORIES LIMITED**

**Corporate Information****BOARD OF DIRECTORS**

Mr. Peeyush Kumar Aggarwal  
Mr. Sachin Garg  
Mr. Kamal Kishore Sharma  
Mr. Brahm Dutt Sharma  
Mr. Manoj Kumar Jain  
Mrs. Madhu Sharma

Director  
Managing Director  
Independent Director  
Independent Director  
Independent Director  
Director

**COMPLIANCE OFFICER**

Mr. Sachin Garg  
Compliance Officer

**CHIEF FINANCIAL OFFICER**

Mr. Manoj Kumar Bhatia  
Chief Financial Officer (CFO)

**AUDITORS**

M/s RMA & Associates,  
Chartered Accountants  
(Firm Registration No. 000978N)

**BANKERS**

Indian Overseas Bank, New Delhi  
HDFC Bank, New Delhi

**REGISTRAR & SHARE TRANSFER AGENTS**

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)

**CORPORATE OFFICE:**

807, Arunachal Building, 19  
Barakhamba Road, Connaught Place,  
New Delhi-110 001(INDIA)  
Tel No.: 91-11-42424884, 43571043-45  
FAX : 91-11-43571047  
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**

**Notice**

Notice is hereby given that the 21<sup>st</sup> (Twenty First) Annual General Meeting of the Members of **ADVIK LABORATORIES LIMITED** will be held on Tuesday, 29<sup>th</sup> September, 2015 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 Financial Statements of the company including the Balance Sheet of the Company as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss of the Company for the financial year ended 31<sup>st</sup> March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sachin Garg (DIN 03320351), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.
3. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the ordinary resolution passed by the Members at the 20<sup>th</sup> Annual General Meeting at the Company and the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014 ( including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N) as the Statutory Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2016, at such remuneration as may be approved by the Board of Directors of the Company, be and is hereby ratified.”

**Special Business:**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification or amendment thereto or re- enactment thereof for the time being in force), the members hereby accord their consent to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company, to borrow any sum or sums of money (including non-fund based banking facilities), from time to time, whether in Indian rupees or in foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any, in this respect) from any one or more of the Company’s bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable sources whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of Rs. 50 Crores (Rupees Fifty Crores only) at any point of time.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**For and on Behalf of the Board**

**Date:** 03<sup>rd</sup> September, 2015  
**Place:** New Delhi

**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 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 Wednesday, 23<sup>rd</sup> September, 2015 to Tuesday, 29<sup>th</sup> September, 2015 (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 e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 22<sup>nd</sup> September, 2015 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 21st Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut off date, i.e., 22<sup>nd</sup> September, 2015 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 21st AGM on 29th September, 2015.

The e-voting period will commence at 9.00 A.M. on 26<sup>th</sup> September, 2015 and will end at 05.00 P.M. on 28<sup>th</sup> September, 2015. 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.

**For and on behalf of Board**

**Sd/-**

**Peeyush Kumar Aggarwal**  
**Chairman**  
**DIN : 00090423**

**Date: 03<sup>rd</sup> September, 2015**  
**Place: New Delhi**

**VOTING THROUGH ELECTRONIC MEANS**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26<sup>th</sup> September, 2015 ( 9:00 AM) and ends on 28<sup>th</sup> September, 2015 (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 (record date) of 22<sup>nd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Address Label.</li> <li>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **ADVIK LABORATORIES LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (ii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting through polling paper shall also be made available to those Members who attends the Annual general Meeting and have not already cast their vote by e-voting.**

Mr. Ashish Kumar Friends (Membership No. FCS -5129 & CP No. 4056), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall be placed on the Website of the Company i.e. viz. [www.advikindia.com](http://www.advikindia.com) and also on the website of CDSL viz. [www.cdslindia.com](http://www.cdslindia.com) within three days of passing of the Resolution of the AGM of the Company.

As required under Clause 49 of the Listing Agreement, given below are the details of the Director proposed for re-appointment:

**For and on behalf of Board**

**Sd/-**

**Peeyush Kumar Aggarwal**  
**Chairman**

**DIN : 00090423**

**Date: 03<sup>rd</sup> September, 2015**

**Place: New Delhi**



**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 4:**

In terms of provisions of Sections 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting by way of special resolution, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and its free reserves. Taking into account the future financial requirements for growth plans and expansion programs being contemplated and undertaken by the Company and to cater to the working capital needs, a fresh resolution is proposed providing that, in addition to the Company's existing borrowing, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding Rs. 50 crores, at any point of time. Hence, the members are requested to accord their consent for approving the borrowing power limit of the Board from to Rs. 50 crores.

The Board recommends the special resolution as set out in Item No. 4 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the special resolution set out in Item No. 4. The Board of Directors recommends the special resolution for approval by the members.

**For and on behalf of Board**

**Sd/-**

**Peeyush Kumar Aggarwal**

**Chairman**

**DIN : 00090423**

**Date: 03<sup>rd</sup> September, 2015**

**Place: New Delhi**

## Director's Report

Dear Members,

Your Directors are delighted to present the 21<sup>st</sup> Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31<sup>st</sup> March, 2015.

### 1. Financial Results

The Financial Performance of your Company for the year ended March 31, 2015 is summarized below

( Amount in Lacs)

Particulars	For the year ended	
	31.03.2015	31.03.2014
Profit before Depreciation & Income Tax	(26.53)	164.64
Less: Depreciation	64.90	68.45
Profit after depreciation	(91.43)	96.19
Less: Provision for Income Tax:	-	18.32
Less/ Add: Deferred tax Saving/Liability	(23.92)	31.50
Profit After Taxation	(67.51)	46.37
Add: Profit brought Forward	234.86	188.49
Less: Adjustment on account of Depreciation	61.20	--
Balance Carried over to Balance Sheet	106.15	234.86

### 2. Dividend

In view of insufficiency of profits, your Directors regret their inability to recommended dividend on equity shares for the year under review.

### 3. Reserves

In view of insufficiency of profits, no amount is proposed to be transferred to Reserves for the year under review.

### 4. Year under Review & Future Outlook

During the year under review, the export order could not be obtained by the Company in view of no demand from existing foreign buyer. The Company expects to get overseas order soon.

### 5. Change in the nature of business, if any

During the year, there is no change in the nature of business activity of the company.

### 6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

During the period between the end of the financial year of the company and the date of the report, there are no material changes and commitments which affect the financial position of the company.