

**ALEMBIC LIMITED**



**ANNUAL REPORT 2018-19**

# VEDA IS BACK

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THE TALLEST  
— RESIDENTIAL TOWER —  
IN TOWN

Artistic representation

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Homes here are brimming with design standards as high as the international benchmarks, luxury quotient as high as your life goals, a sense of security as comforting as a mother's lap, and the goodness of nature as pure as the mother earth, a greater joy of living is omnipresent at Veda II.

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The opportunity to experience life from a heightened perspective from the tallest residential tower of the city.



Abundance  
of natural light



CCTV-secured  
gated community



Superior design &  
construction standards

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OPPORTUNITY DOESN'T KNOCK THRICE.  
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## VEDA II

3 & 2 BHK LUXURY APARTMENTS  
IN VERDANT VADODARA

Add.: Next to Samsara Apts, Chhani Nizampura Road  
Vadodara 390 024. Phone: +91 90330 05714  
info@alembicrealestate.com | alembicrealestate.com

**Board of Directors**

Mr. Chirayu Amin  
Chairman

Mrs. Malika Amin  
Managing Director & CEO

Mr. Udit Amin  
Director

Mr. C. P. Buch  
Independent Director

Mr. Sameer Khara  
Independent Director

Mr. Milind Mehta  
Independent Director (upto 30.01.2019)

Ms. R. C. Saxena  
Independent Director (upto 12.08.2019)

Mr. Mayank Amin  
Independent Director (w.e.f. 15.05.2019)

Ms. Rati Desai  
Independent Director (w.e.f. 13.08.2019)

Mr. Abhijit Joshi  
Director

**Chief Financial Officer**

Mr. Rasesh Shah

**Company Secretary**

Mr. Drigesh Mittal

**Statutory Auditors**

CNK & Associates LLP  
Chartered Accountants  
C-201-202, Shree Siddhi Vinayak Complex,  
Opp. Alkapuri side, Railway Station,  
Faramji Road,  
Alkapuri, Vadodara - 390005

**Bankers**

Bank of Baroda Limited  
Axis Bank Limited  
HDFC Bank Limited  
Yes Bank Limited

**Registered Office**

Alembic Road, Vadodara – 390 003.  
CIN: L26100GJ1907PLC000033  
Tel : +91 265 2280550  
Fax : +91 265 2282506  
Email Id: alembic.investors@alembic.co.in  
Website: www.alembiclimited.com

**Manufacturing Facilities**

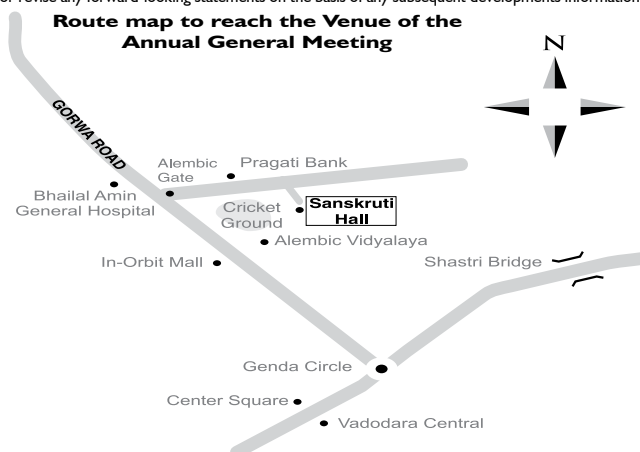
Alembic Road, Vadodara - 390 003, Gujarat

**Registrar and Transfer Agent**

Link Intime India Pvt. Ltd.  
B-102 & 103 Shangrila Complex, First Floor,  
Opp. HDFC Bank, Nr. Radhakrishna Char Rasta,  
Akota, Vadodara – 390 020.  
Tel : +91 265 2356573 / 2356794  
Email Id: vadodara@linkintime.co.in

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This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments information or events.



# Notice

Notice is hereby given that the 112<sup>th</sup> Annual General Meeting of the Members of Alembic Limited will be held at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, on Friday, the 27<sup>th</sup> September, 2019 at 12:30 p.m. to transact the following business:

## **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2019.
3. To appoint a Director in place of Mrs. Malika Amin (DIN: 00242613), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Chirayu Amin (DIN: 00242549), who retires by rotation and being eligible, offers himself for re-appointment.

## **SPECIAL BUSINESS**

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

### **Appointment of Mr. Mayank Amin (DIN: 03455164) as an Independent Director of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, 178 and any other applicable provisions 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) (the 'Act') read with Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mayank Amin (DIN 03455164), who was appointed as an Additional Director of the Company w.e.f. 15<sup>th</sup> May, 2019 and who vacates his office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years up to 14<sup>th</sup> May, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution."

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

### **Appointment of Ms. Rati Desai (DIN: 08535681) as an Independent Director of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, 178 and any other applicable provisions 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) (the 'Act') read with Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Rati Desai (DIN 08535681), who was appointed as an Additional Director of the Company w.e.f. 13<sup>th</sup> August, 2019 and who vacates her office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years up to 12<sup>th</sup> August, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution."

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

### **Re-appointment of Mr. Sameer Khera (DIN: 00009317) as an Independent Director of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 178 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the 'Act') read with Schedule IV to the Act and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sameer Khera as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years w.e.f. 25<sup>th</sup> February, 2020.

# Notice

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution."

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

**Ratification of Remuneration to the Cost Auditor for the F.Y. 2019-20:**

**"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 ('the Act'), the remuneration payable to Mr. Santosh Jejurkar & Associates, Cost Accountant (FRN: 102697) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20 amounting to ₹ 0.50 Lacs plus applicable taxes, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed."

**NOTES:**

- 1. ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. 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, provided such person shall not act as a proxy for any other person or shareholder.**
3. The proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of commencement of the meeting.
4. The details of Mrs. Malika Amin, Mr. Chirayu Amin, Mr. Mayank Amin, Ms. Rati Desai and Mr. Sameer Khara, Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are annexed herewith as Annexure – A to this notice.
5. The Register of Members of the Company will remain closed from **Friday, 20<sup>th</sup> September, 2019 to Friday, 27<sup>th</sup> September, 2019 (both days inclusive)**, for the purpose of payment of dividend.
6. The dividend when sanctioned will be made payable on or before Tuesday, 1<sup>st</sup> October, 2019, to those members whose names stand on the Register of Members of the Company on Friday, 20<sup>th</sup> September, 2019 in case of physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL. Members are requested to notify promptly any change in their registered addresses.

In order to enable the Company to directly credit the dividend amount in the bank accounts:

- a) Shareholders holding shares in demat accounts are requested to update their bank account details with their respective Depository Participants.
- b) Shareholders holding shares in physical form are requested to provide the following details along with an authorization letter allowing the Company to directly credit the dividend in their bank accounts:

Name of first account holder (as appearing in the bank account records), bank name, branch name, branch address, account type and account number, IFSC code and MICR code and a copy of cancelled cheque.

7. As per the provisions of Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (IEPF), a fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Further, in accordance with the provisions of Section 124(6) of the Companies Act, 2013 and IEPF Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to IEPF Account.

# Notice

Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or the R & T Agents of the Company.

The due dates for transfer of unclaimed / unpaid dividend to IEPF are as under:

Date of Declaration of Dividend	Dividend for Financial Year	Proposed Month and Year of transfer to the IEPF
6 <sup>th</sup> September, 2013	2012-13	October, 2020
13 <sup>th</sup> August, 2014	2013-14	September, 2021
12 <sup>th</sup> July, 2015	2014-15	September, 2022
10 <sup>th</sup> July, 2016	2015-16	September, 2023
28 <sup>th</sup> July, 2017	2016-17	September, 2024
3 <sup>rd</sup> August, 2018	2017-18	September, 2025

8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.
9. All the work related to share registry in terms of both - physical and electronic - are being conducted by Company's R & T Agents - Link Intime India Pvt. Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020, Tel: +91 265 2356573, 2356794, Email Id: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address.
10. The Company has designated an exclusive Email Id: alembic.investors@alembic.co.in for redressal of Shareholders'/Investors' complaints/grievance. In case you have any queries, complaints or grievances, then please write to us at the above mentioned e-mail address.
11. Updation of Email Id: The Shareholders are requested to intimate their Email Id to the Company or update their email registered with Depository Participants, if the same is changed.

## 12. Voting through Electronic Means and Declaration of Results:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

Mr. Chirayu Amin, Chairman of the Company and in his absence Mrs. Malika Amin, Managing Director & CEO or Mr. Abhijit Joshi, Director, will declare the e-voting results based on the scrutinizer's report received on e-voting and voting at the meeting. The voting results along with the scrutinizer's report will be displayed on the:

- (i) Notice Board of the Company at its Registered Office;
- (ii) Company's website [www.alembiclimited.com](http://www.alembiclimited.com);
- (iii) 'CDSL' website [www.evotingindia.com](http://www.evotingindia.com) and
- (iv) Stock Exchanges website [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

# Notice

**The ‘Step by Step’ procedure and instructions for casting your vote electronically are as under:**

- (i) The voting period begins on Tuesday, 24<sup>th</sup> September, 2019 (9:00 a.m.) and ends on Thursday, 26<sup>th</sup> September, 2019 (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 of Friday, 20<sup>th</sup> September, 2019 may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on Friday, 20<sup>th</sup> September, 2019, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after Thursday, 26<sup>th</sup> September, 2019 (5:00 p.m.).
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<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> <p>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 8 digits of the sequence number in the PAN Field. The sequence number is printed on address label/sticker affixed on the back page of the Annual Report.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR 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> <p>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 (iv).</p>

- (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 Company (**ALEMBIC LIMITED - 190813035**) 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.

# Notice

- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) Shareholders can also use CDSL’s Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log into m-Voting using their e-voting credentials to vote for the company resolution(s).
- (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 linked in the login 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.
- (xx) 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).

**Registered Office:**

Alembic Road, Vadodara - 390 003  
 Tel: +91 265 2280550  
 Fax: +91 265 2282506  
 Web: [www.alembiclimited.com](http://www.alembiclimited.com)  
 Email Id: [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in)  
 CIN: L26100GJ1907PLC000033  
 Date: 13<sup>th</sup> August, 2019  
 Place : Vadodara

By Order of the Board,

**Drigesh Mittal**  
 Company Secretary



# Notice

## **Explanatory Statement as required under Section 102 of the Companies Act, 2013**

### **Item No. 5**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee appointed Mr. Mayank Amin (DIN: 03455164) as an Additional Director with effect from 15<sup>th</sup> May, 2019.

As per the provisions of the Section 161 of the Companies Act, 2013 (the 'Act'), he holds directorship upto the ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Act from a member proposing his candidature as a Non-Executive Independent Director of the Company.

As per requirements of provisions of the Act and rules made thereunder, the Independent Directors are not liable to retire by rotation. Therefore it is proposed to appoint Mr. Mayank Amin as a Non-Executive Independent Director for a term of five consecutive years upto 14<sup>th</sup> May, 2024.

Mr. Mayank Amin holds bachelor's Diploma in Mechanical Engineering from M S University in Vadodara. Mr. Mayank Amin was an entrepreneur having business interest in manufacturing of woven sacks and fabrics for variety of applications. He has rich experience of over three decades in managing his business wherein he was overseeing the production and quality of the products. He also has experience in sales and marketing functions. His capability to create a process for product mix has been reflected with the growth achieved by the business.

In the opinion of the Board, Mr. Mayank Amin fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

Copy of the draft letter of appointment of Mr. Mayank Amin setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The details of Mr. Mayank Amin as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Mayank Amin, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

### **Item No. 6**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee appointed Ms. Rati Desai (DIN: 08535681) as an Additional Director with effect from 13<sup>th</sup> August, 2019.

As per the provisions of the Section 161 of the Companies Act, 2013 (the 'Act'), she holds directorship upto the ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Act from a member proposing her candidature as a Non-Executive Independent Director of the Company.

As per requirements of provisions of the Act and rules made thereunder, the Independent Directors are not liable to retire by rotation. Therefore it is proposed to appoint Ms. Rati Desai as a Non-Executive Independent Director for a term of five consecutive years upto 12<sup>th</sup> August, 2024.

Ms. Rati Desai holds Masters in Political Science and International Studies. She is an Ex. Banker having an experience of more than 25 years. In her last assignment, she was the Chief Manager & Vice President, Consumer Banking with Royal Bank of Scotland. Her key strengths are working with teams in conceptualisation and execution of business deliverables. In the last couple of years, she is assisting various corporates in understanding CSR responsibilities and assisting in execution of programs which have larger impact in the socio-economic space.

In the opinion of the Board, Ms. Rati Desai fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

Copy of the draft letter of appointment of Ms. Rati Desai setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The details of Ms. Rati Desai as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the resolution at Item No. 6 of this Notice for your approval.

# Notice

None of the Directors, Key Managerial Personnel and relatives thereof except Ms. Rati Desai, has any concern or interest, financial or otherwise, in the resolution at Item No. 6 of this Notice.

## Item No. 7

Mr. Sameer Khera (DIN: 00009317) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with rules framed thereunder ('the Act') and the Clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges. Mr. Sameer Khera hold office as an Independent Director of the Company upto 24<sup>th</sup> February, 2020 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. Sameer Khera graduated in Mechanical Engineering from M. S. University in Vadodara. Since completing his post-graduation in Manufacturing Management from SPJIMR Mumbai, he has been Managing Director at SEE Linkages Pvt. Ltd. and Director at Eclipse Global Pvt. Ltd. He has experience of more than 25 years in Strategy and Business Development, International Business, Operations and Systems. He is also a founder trustee at SEE Foundation which supports projects in educare and healthcare space with a focus on the girl child.

In the opinion of the Board, Mr. Sameer Khera fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The Board of Directors at its meeting held on 13<sup>th</sup> August, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Sameer Khera would be beneficial to the Company and it is desirable to re-appoint Mr. Sameer Khera as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 25<sup>th</sup> February, 2020.

Copy of the draft letter of appointment of Mr. Sameer Khera setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The details of Mr. Sameer Khera as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the resolution at Item No. 7 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Sameer Khera, has any concern or interest, financial or otherwise, in the resolution at Item No. 7 of this Notice.

## Item No. 8

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. Mr. Santosh Jejurkar & Associates, Cost Accountant has been appointed by the Board of Directors of the Company, on the recommendation of the Audit Committee, to conduct the audit of the Cost Records of the Company for Bulk Drugs & Real Estate division for the financial year 2019-20.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2019-20 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends the resolution at Item No. 8 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 8 of the Notice.

## Registered Office:

Alembic Road, Vadodara - 390 003  
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CIN: L26100GJ1907PLC000033

Date: 13<sup>th</sup> August, 2019

Place : Vadodara

By Order of the Board,

**Drigesh Mittal**  
Company Secretary