

ARVIND REMEDIES LIMITED

27th Annual Report

2014- 2015
(1.4.2014 to 30.6.2015)

Caring for your Health

ARVIND REMEDIES LIMITED

Corporate Office: 38,39 & 40 SIDCO Industrial Estate, Kakalur, District Thiruvallur
Tamilnadu 602 003 Phone: 044 27662144 Email: arl@arvindremedies.com
CIN L24231TN1988PLC015882

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Board of Directors	Dr. B Arvind Shah	CEO & Managing Director
	Dr. Chandra Ravindran	Whole-time Director
	Dr. C.M.K.Reddy	Director upto 3.10.2015
	Mr. R Raja Mohan	Director upto 7.11.2014
	Mr. V R Mehta	Director upto 21.3.2015
	Mr. Ankur Agarwal	ED(Technical) upto 14.11.2014
	Mr. Sudhir Chandra	Director upto 5.11.2015
	Mr. Madhavyadav	Additional Director.. from 1.10.2015

Chief Financial Officer Mr. S. Raghavan

Company Secretary P R Krishnan

Statutory Auditor M/s. Vivekanadan Associates
Chartered Accountants
No.9/1 (old 22 /1)12th Avenue,
Vaigai colony Ashok nagar
Chennai 600 083

Bankers United Bank of India
Allahabad Bank
State Bank of India
IDBI Bank Ltd.
Punjab National Bank
The Karur Vysya Bank Ltd.

Corporation Bank
Indian Overseas Bank Ltd.

Registered office 190, Poonamallee High Road,
Chennai 600 084

Corporate Office No.38,39&40 SIDCO Industrial Estate
Kakalur, District Thiruvallur, Tamil nadu
Pin. 602 003
Phone: +91-44-27662144/ 7
Fax +91-44-27662144/7
E-mail: arl@arvindremedies.com

Works 1.38,39, &40 SIDCO Industrial Estate, Kakalur
2.G44,45&46 SIDCO Ind. Estate Kakaur
Tiruvallur District, Tamil Nadu 602003
3.Plot No.G28 & 29,SIPCOT Industrial Park,
Irrungatukottai Dist. Kancheepuram, Tamil Nadu
Phone: +91-44-27660403, 27662144
Fax: +91-44-27609095
Email: factory@arvindremedies.com

Registrar and Share Transfer Agent M/s. Cameo Corporate Services Limited
Subramanian Building.No.1 Club House Road, Chennai
600
002 Phone: 044-28460390

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of M/s. Arvind Remedies Limited will be held on Monday, the 18th April 2016 at 10.00 A.M. at 'Santhosh Hall' VGP Golden Beach Resort E.C R, Injambakkam Chennai 600 041 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 30th June 2015 and the statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mrs. Chandra Ravindran. (holding DIN 00771329), who retires by rotation and being eligible offers herself for re-appointment.

"RESOLVED THAT pursuant to section 152(6) of the Companies Act, 2013, Mrs. Chandra Ravindran (DIN 00771329), be and hereby reappointed as a director of the Company and shall continue in the office of the Whole-time Director, till the expiry of the remaining period of her tenure, as per her original terms of appointment, on the same terms and conditions, mentioned therein."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. To appoint M/s. Vivekanandan & Associates, Chartered Accountants (ICAI Registration No.204045 & Firm Registration 0052685.) as statutory auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 32nd AGM and to fix their remuneration and to pass the following resolution thereof.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there-under, and pursuant to the recommendations of the audit committee and the Board of Directors, M/s. Vivekanandan & Associates, Chartered Accountants (Firm Registration No.0052685) be and are hereby appointed as the auditors of the company, to hold office from the conclusion of this AGM until the conclusion of the 32nd AGM of the Company to be held in 2020 subject to ratification by members at every AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors".

SPECIAL BUSINESS:

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

RESOLVED THAT Mr. Madhavyadav (DIN 06656477) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st October 2015 and who holds office upto the date of this annual general meeting under section 161 of the Companies Act 2013 and the Articles of Association of the Company, but who is eligible for appointment and has consented to act as a Director of the company and in respect to whom the company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and s hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules 2015, Mr. Madavyadav (DIN 06656477) a non-executive director of the company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a period of five consecutive years from 1st October 2015 to 30th September 2020.

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

RESOLVED THAT pursuant to the provisions of Section 12 of the Companies Act, 2013 and Rule 27 of Companies (incorporation) Rules 2014, the Registered office of the Company be shifted from 190 Poonamallee High Road, Chennai 600 084 to No.38,39 & 40, SIDCO Industrial Estate Kakalur, Thiruvallur District, Tamil Nadu 602 003.

RESOLVED FURTHER THAT necessary forms and verification in this regard be filed with the Office of Registrar of Companies Tamil Nadu.

6. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Dr. Arvind Shah (DIN 001063744) as Managing Director of the Company, on the terms and conditions of appointment as contained in the agreement entered into with him, for a period of 5 (five) years with effect from 1st October 2015 at a remuneration of Rs. 18,00,000/- per annum plus perquisites as may be applicable with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Managing Director subject however that the annual remuneration does not exceed the limit approved hereinbefore.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Managing Director shall be paid the minimum remuneration as may be determined by the Nomination and Remuneration Committee which shall also have the authority to decide on the quantum, composition and periodicity of payment of such minimum remuneration subject however that such minimum remuneration shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in case Managing Director draws remuneration as a managerial person from another Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies.”

7. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED that the company having become a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 as per the duly audited Annual Accounts of the company for the financial year ended 30th June 2015 approval of the General Meeting d be and is hereby accorded to the making of a reference to the Board for Industrial and Financial Reconstruction for determination of the measure to be adopted with respect to the company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient in relation thereto.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 11th March 2016.

3. The Register of Members and the Share Transfer books of the Company will remain closed from 15th April to 18th April 2016 (both days inclusive) for the purpose of Annual General Meeting .

4. Information required to be provided under Clause 49 of the Listing Agreement with the Stock Exchanges regarding the directors retiring by rotation and eligible for re-appointment as well as directors being appointed is furnished in the Report on Corporate Governance.

5. During the financial year, the unpaid/unclaimed dividend amount pertaining to the year 2006-2007, Rs 5,04,053/- was transferred to the Investors' Education and Protection Fund Account.

6. During the current year, the unpaid/unclaimed dividend amount pertaining to the year 2007-08 being Rs 28,83,547/- has been transferred to the Investors Education and Protection Fund Account.

7. Those members who have not encashed their dividend warrants pertaining to the following financial years are requested to approach the company for the payment thereof as the same will be transferred to Investor Education and Protection Fund (IEPF) pursuant to Section 125 of the Companies Act, 2013 on respective due dates mentioned therein. Kindly note that after such date, the members will lose their rights to claim such dividend

Year	Date of Declaration of Dividend	Dividend %	Expected date of transfer of dividend to IEPF
31.3.2009	30.10.2009	5%	29.10.2016
31.3.2010	28.9.2010	5%	27.9.2017
31.3.2011	19.9.2011	7%	18.9.2018
31.3.2012	14.9.2012	7%	13.9.2019
31.3.2013	23.9.2013	10%	22.9.2020
31.3.2014	29.9.2014	8%	28.10.2021

8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

10. Electronic copy of the Notice of the 27th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

11. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@arvindremedies.com.

12. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 27th Annual General Meeting (AGM) through e-Voting Service provided by Central Depository Services (India) Limited (CDSL). E-Voting is optional. The procedure and instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Capcha Code as displayed and Click on Login.
- (v) 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. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	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.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Capcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from s. no. (i) to s. no. (xvii) above to cast vote.
- (B) The voting period begins at 9.00 a.m. on 13th April 2016 and ends at 6.00 p.m. on 16th April 2016. 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 11th March 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable:

- (i) The manner of voting for the members being present in the General Meeting will be on "proportion principle" i.e one share – one vote unlike one person one vote principle, further provision of the Companies Act, 2013 relation to demand for poll will not be relevant.
- (ii) The option of voting by show of hands will not be available for members present in the

General Meeting in view of clear provision of section 107 of the Companies Act, 2013, i.e voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.

- (iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.
- (iv) Mrs. Lakshmmi Subramanian Practising Company Secretary of M/s. Lakshmmi Subramanian & Associates, (CP No. 1087) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (vi) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company

12. The Ministry of Corporate Affairs has taken a Green initiative in Corporate Governance by allowing paperless compliances by companies through electronic mode. We propose to send all future communications, in electronic mode to the email address provided by you. So, shareholders whose email address is not registered with us are requested to please get your email address registered with us, so that your company can contribute to the safety of environment.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

By Order of the Board
**FOR ARVIND REMEDIES
LIMITED**

Place : Chennai
Date: 11th March 2016

MANAGING DIRECTOR

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item 4. Mr. Madavyadav is a Non-Executive Independent Director of the Company appointed from 1st October 2015.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

Mr Madhavyadav in terms of Section 149 and any other applicable provisions of the Companies Act, 2013, being eligible and offering himself for appointment, is proposed to

be appointed as an Independent Director for five consecutive years for a term upto 30th September 2020 and not liable to retire by rotation. A notice has been received from a member proposing Mr. Madhavyadav as a candidate for the office of Director of the Company along with the refundable deposit of Rs. 1,00,000/-

Based on the declaration received from the appointee director and in the opinion of the Board, Mr. Madhav fulfills the condition specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director of the Company and of the management. Copy of the draft letter for appointment of Mr. Madhavyadav as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal hours on any working day, excluding Saturday.

Mr. Madhavyadav is a retired judge and have legal qualifications The Board feels that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Madhavyadav as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Madhavyadav as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Madhavyadav being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item 5. Change of Registered office

For the administrative convenience and with a view to reduce the cost it is proposed to shift the registered office of the company to its factory premises at 38, 39 & 40 SIDCO industrial estate, Kakalur, Thiruvallur District, Tamilnadu 602 003.

None of the Directors are interested in the above resolution.

Item 6. Reappointment of Dr. Arvind Shah as MD

The Board of Directors in its meeting dated 31st August 2010 appointed Dr. B Arvind Shah (DIN:001063744) as the Managing Director with effect from 1st October 2010 for a period of 5 years. The same was approved by the Members at their Annual General Meeting held on 28th September 2010 by way of Ordinary Resolution. The Members had also approved the payment of minimum remuneration as may be determined by the Remuneration Committee of the Board in Compliance with Schedule XIII of the Companies Act, 1956 to Dr. B Arvind Shah. Based on this, the Remuneration Committee had approved the payment of following minimum remuneration to Dr. Shah in addition to Commission, but total remuneration put together not to exceed 5% of the net profit of the company in any financial year.

Sl. No.	Particulars	Remuneration
1.	Basic Pay	Rs30,00,000 Per Annum
2.	Perquisites	Rs6,00,000 Per Annum

In addition, Dr. B Arvind Shah is eligible for Gratuity, Provident Fund, Leave encashment etc as per the remuneration structure approved by the Remuneration Committee.

The current tenure of Dr. B Arvind Shah was upto 30th September 2015. Sections 196 & 197 read with Schedule V of the Companies Act, 2013 requires the payment of minimum