



AVON

**23rd ANNUAL REPORT
2015-16**

AVON LIFESCIENCES LIMITED

(Formerly Avon Organics Ltd)

CIN: L24110TG1993PLC016112

Regd. Off. : Survey No. 18, Yawapur Village, Sadasivpet Mandal, Medak Dist., Telangana - 502 291.

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AVON LIFESCIENCES LIMITED

(Formerly Avon Organics Ltd.)

CIN: L24110TG1993PLC016112

(Information as of 31st March 2016)

Board of Directors

Mr. Ajit Kamath, *Non Executive Chairman & Managing Director*

Mr. Manoj Jain, *Executive Director*

Mr. Rajendra Kaimal, *Non-Executive Director*

Dr. Sunil Pitroda, *Non-Executive, Independent Director*

Ms. Komal Jajodia, *Non-Executive, Independent Director*

Ms. Zeenat Pathan, *Non-Executive, Independent Director*

Company Secretary

Mr. Jignesh Patel

Registered Office

Survey No. 18, Yawapur Village, Sadasivpet Mandal,
Medak Dist., Telangana - 502 291.

Corporate Office

H Wing, 4th Floor, Tex Centre, Off Saki Vihar Road, Chandivali,
Andheri (East), Mumbai -400072
Phone: 022-42871210

Statutory Auditors

M/s. Mukesh Mehta & Associates,
Chartered Accountants,
320, Hammersmith Ind. Premises, Narayan Pathare Marg,
Off Sitladevi Temple Road, Mahim (W), Mumbai - 400 016

Manufacturing Facilities

1. Survey No. 18, Yawapur Village, Sadasivpet Mandal, Medak Dist., Telangana - 502 291. (Non-operational)
2. Plot No. E-2, Chincholi Industrial Area Solapur, Maharastra

Bankers

State Bank of India
Axis Bank Limited
Punjab National Bank
Indian Overseas Bank
Karur Vysya Bank

Registrars & Share Transfer Agents

XL Softech Limited, 3, Sagar Society, Road No. 2, Banjara Hills,
Hyderabad-500 034.
Phone no.: 040-23545913 /14 / 15.

NOTICE

NOTICE IS HEREBY GIVEN THAT the 23rd Annual General Meeting of Avon Lifesciences Limited (formerly known as Avon Organics Ltd) will be held on Monday, 12th day of February, 2018 at 10 a.m. at Hotel Daspalla, Road No. 37, Jubilee Hills, Hyderabad - 500033, Telangana, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ajit Kamath, who retires by rotation and is eligible for reappointment.
3. To appoint a Director in place of Mr. Rajendra Kaimal, who retires by rotation and is eligible for re-appointment.

4. Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Mukesh Mehta & Associates, Chartered Accountants (Registration No. 116309W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-fourth AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

By Order of the Board
For Avon Lifesciences Limited
(Formerly known as Avon Organics Ltd)

Place: Mumbai
Date: 18.01.2018

Sd/-
RAJENDRA KAIMAL
DIRECTOR

NOTES

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") is not applicable.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Corporate Office situated at 4th Floor, H Wing, Tex Centre, Chandivali, off. Saki Vihar Road , Andheri (E), Mumbai 400 072 not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
4. 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.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
7. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
10. Members who have not registered their e-mail addresses, so far are requested to register their e-mail addresses with the Depository. Members who hold shares in physical form are requested to register their email addresses with the Registrar & Share Transfer Agent (RTA), M/s. XL Softech Systems Limited, 3, Sagar Society, Rd No.2, Banjara Hills, Hyderabad- 500034, Telangana.

11. E-VOTING FACILITY

In compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 & Secretarial Standards - 2 on general meeting, the Members are informed that the Company is providing Remote e-voting facility (e-voting from a place other than venue of Annual General Meeting) as an alternative mode of voting which will enable the members to cast their votes electronically on all the resolutions as mentioned in the notice. Necessary arrangements have been made by the Company with Central Depository Services (India) Ltd. (CDSL) to facilitate remote e-voting to the members.

The Company has appointed Ms. Riddhi Shah, Practicing Company Secretary, as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the meeting in a fair and transparent manner.

For the purpose of dispatch of this Notice, shareholders of the Company holding shares in demat / physical form as on 19 January 2018 has been considered. Any person, who acquire shares of the Company and becomes member of the Company after 19 January 2018 may obtain the login details by sending a request to CDSL at helpdesk.evoting@cdslindia.com or to the Registrar and share transfer agents of the company.

The Members whose name appears in the Register of Members/list of Beneficial Owners as received from Depositories as on 06 February 2018 ("cut-off date") are entitled to vote on the resolutions set forth in this notice. Person who is not a member as on the said date should treat this notice for information purpose only.

On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website. Result will be declared forthwith on receipt of the Report of the Scrutinizer.

<p>The instructions for shareholders voting electronically are as under:</p> <p>(i) The voting period begins on 09 February 2018 (9:00 a.m.) and ends on 11 February 2018 (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 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.</p> <p>(ii) The shareholders should log on to the e-voting website www.evotingindia.com.</p> <p>(iii) Click on Shareholders.</p> <p>(iv) Now Enter your User ID</p> <p>a. For CDSL: 16 digits beneficiary ID,</p> <p>b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</p> <p>c. Members holding shares in Physical Form should enter Folio Number registered with the Company.</p> <p>(v) Next enter the Image Verification as displayed and Click on Login.</p> <p>(vi) 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.</p>	<p>(vii) If you are a first time user follow the steps given below:</p> <table border="1" data-bbox="821 822 1407 1588"> <tr> <td></td><td>For Members holding shares in Demat Form and Physical Form</td></tr> <tr> <td>PAN</td><td>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</td></tr> <tr> <td>Dividend Bank Details OR Date of Birth (DOB)</td><td>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. • 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).</td></tr> </table> <p>(viii) After entering these details appropriately, click on "SUBMIT" tab.</p> <p>(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</p>		For Members holding shares in Demat Form and 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) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.	Dividend Bank Details OR Date of Birth (DOB)	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. • 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).
	For Members holding shares in Demat Form and 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) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.						
Dividend Bank Details OR Date of Birth (DOB)	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. • 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>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.</p> <p>(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>(xi) Click on the EVSN for the relevant Avon Lifesciences Ltd on which you choose to vote.</p> <p>(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.</p> <p>(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p> <p>(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.</p> <p>(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.</p> <p>(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.</p> <p>(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.</p> <p>(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile</p>	<p>(xix) Note for Non – Individual Shareholders and Custodians</p> <ul style="list-style-type: none"> • Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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. • 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 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. <p>(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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact CDSL on 1800 200 5533 or info@avonlifesciences.com</p> <p>Other information</p> <p>During the above mentioned voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 06 February 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.</p> <p>To obtain duplicate copy of the Notice and Postal Ballot in physical form, members may send a request to the Company at info@avonlifesciences.com or write to Company at its corporate Office. Members receive email but do not want to avail the e-voting facility, may send a request on said email for physical copy of Notice and Postal Ballot.</p>
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DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their report on the business operations and accounts of the Company for the Year ended 31st March, 2016 along with 23rd Annual Report.

FINANCIAL SUMMARY /PERFORMANCE OF THE COMPANY

(Amt Rs in Lakhs)

Particulars for Year ended 31st March	2016	2015
Total Income	3,296.49	2,911.48
EBITDA/(Loss)	522.69	(939.77)
Profit/ (Loss) before Tax	(1,645.88)	(3,279.36)
Profit/ (Loss) after Tax	(1,645.88)	(3,025.60)
Earnings Per Share (EPS)(in Rs.)	(6.94)	(13.48)

DIVIDEND

In view of loss incurred during the year under review, your Directors do not recommend any dividend on Equity Shares.

OPERATIONAL REVIEW

The Company's performance marginally improved, whereby total income for the financial year increased to Rs. 3,296.49 Lakhs as compared to Rs. 2,911.48 Lakhs in the previous year.

The Loss after Tax for the financial year under review stood at Rs. 1,645.88 Lakhs.

The Company continues to operate only in one segment i.e. pharmaceuticals and there is no change in the nature of business of the Company.

SHARE CAPITAL

During the year under review, the Company upon conversion of 12,25,000 share warrants, has allotted 12,25,000 Equity shares of the Company of Rs.10/- each to the warrant holders eligible for conversion. The share capital structure and the paid up capital of the Company as on 31st March, 2016 stood at Rs. 23,72,50,000 divided into 2,37,25,000 Equity Shares of Rs. 10 each fully paid up..

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed Management Discussion and Analysis forms part of this annual report, which is given elsewhere in the Report.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:

Details regarding subsidiary/ associate Company or joint venture as given in Form MGT - 9.

DIRECTORS

Board of Directors

Mr. Ajit Kamath, Non-Executive Chairman & Managing Director

Mr. Rajendra Kaimal, Non-Executive Director

POST BALANCE SHEET DATE (i.e. post 31st MARCH, 2016) CHANGES IN THE BOARD OF THE COMPANY

Mr. Manoj Jain (DIN: 00034727) Whole-time Director, has resigned with effect from April 25, 2016 from the Directorship of the Company, whereby he ceased to be Director and Key Managerial Personnel (KMP) of the Company

Ms. Komal Tibrewal (DIN: 05186391) Independent Director, has resigned with effect from June 9, 2016.

Ms. Zeenat Pathan (DIN: 07153363) Independent Director, has resigned with effect from October 22, 2016.

Dr. Sunil Pitroda (DIN: 07028212) Independent Director, has resigned with effect from October 22, 2016.

Brief profiles of the abovementioned Directors are included in a separate "Annexure B" after the Notice, forming part of this Annual Report.

a. Board meetings

During the year, 11 Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Act. Details of Board and Board committee meetings held during the year are given in the Corporate Governance Report. Board meeting dates are finalised in consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated well in advance before the date of the meeting thereby enabling the Board to take informed decisions. The Board is also apprised of updates, important developments in industry, segments, business operations, marketing, products etc.

b. Evaluation of Board, Committees and Directors

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement, the Remuneration and Nomination Committee has laid down the criteria for performance evaluation of Board of Directors (Including Independent Directors), Key Managerial Personnel (KMPs) and Committees of the Board on the basis of which they have been evaluated.

c. Policy on appointment and remuneration of Directors

The Company has formulated criteria for determining Qualifications, Abilities, Experience and Independence of a Director as also a Policy for remuneration of Directors, Key managerial Personnel and senior management. The details of criteria laid down and the Remuneration Policy are given in the Corporate Governance Report.

AUDITORS**a. Statutory Auditors**

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. Mukesh Mehta & Associates, Chartered Accountants (Registration No. 116309W), were appointed as statutory auditors of the Company from the conclusion of the twenty-first annual general meeting (AGM) of the Company held on December 30, 2014 till the conclusion of the twenty-fourth AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

b. Statutory Auditors Report

The Auditors in their Report to the members have given some qualified opinion and the response of your Directors with respect to it is as follows:-

The remarks as contained in the Auditor's Report read with Notes forming part of the accounts are self-explanatory.

a. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Riddhi Shah, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure C", comments of the Secretarial Auditor in their report are self explanatory.

INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The Audit Committee formulates the scope, functioning, periodicity and methodology for conducting the audit.

The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

VIGIL MECHANISM

The Company has set up vigil mechanism viz. Whistle Blower Policy to enable the employees and Directors to report genuine concerns and irregularities, if any in the Company, noticed by them. The same is reviewed by the Audit Committee from time to time.

RISK MANAGEMENT POLICY

During the year, your Directors have constituted a Risk Management Committee and has formulated a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large and thus disclosure in Form AOC-2 is not required.

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company other than sitting fees payable (if any) to them.

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES

Information on particulars of employees' remuneration as per Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is reported to be nil as there are no employees who are in receipt of remuneration above the prescribed limit.

The ratio of remuneration of each director to the median employee's remuneration and other details in terms of Sub - Section 12 of Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable as the Directors did not draw and remuneration from the Company for the Financial Year 2015-16.

RECONCILIATION OF SHARE CAPITAL AUDIT

As directed by the Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit has been carried out at the specified period, by a Practicing Company Secretary.

LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provisions of section 135 of the Companies Act, 2013, read with CSR Rules, a CSR committee of the Company is in the process of formulating appropriate CSR policy. However due to losses incurred by the Company year under review and the previous financial year, the Company did not undertake any CSR activity.