



Reputation

Quality

Care

Healthcare & Quality of Life - Globally

Annual Report 2019-2020



STAR EXPORT HOUSE



WHO-GMP Accreditation



ISO 9001:2015

Pharmaceutical Company Engaged in *Mankind* Health Care

BDH : Quality Policy

**Our Vision is
to care for Health and Quality of Life
for Mankind-Globally.**

**We are committed to
provide safe, effective and Quality Medicines
at economical price and also to
percolate value added services to
the patients through our network worldwide.**

**We shall strive this
by enhancing quality and efficacy of medicines
through continual improvement in our
design, manufacturing and processes.**

Care



Quality



Reputation

Ten Year's Highlights

(₹ In Lakhs)

	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20
Total income	3842.27	4179.39	4249.07	4434.58	4634.29	4852.39	4587.61	4189.24	5257.67	6027.29
Domestic Income	2279.30	2090.73	2007.81	1333.88	1839.87	1585.74	2550.10	1934.22	2375.50	2860.22
Export Income	1562.97	2088.66	2241.26	3100.70	2794.42	3266.65	2037.51	2255.02	2882.17	3167.07
Earning before Interest, Depreciation & Tax	270.02	349.95	403.69	490.12	502.06	587.90	604.88	618.37	788.89	977.16
Profit before Tax	102.66	160.76	248.35	340.48	379.44	481.08	498.47	517.76	654.33	812.02
Net Profit after Tax	77.64	108.60	167.26	229.78	256.97	322.62	333.66	376.48	482.98	594.24
Equity Share Capital	593.94	593.94	593.94	593.94	593.94	593.94	593.94	593.94	593.94	593.94
Other Equity	1424.94	1492.13	1591.08	1718.43	1814.48	1997.12	2329.39	2531.91	2840.20	3229.97
Net Worth	2018.88	2086.07	2185.02	2312.37	2408.42	2591.06	2923.33	3125.85	3434.14	3823.91
Net Block	1611.17	1528.92	1507.29	1475.11	1322.31	1715.20	2293.97	2258.67	2201.68	2109.71
Dividend (%)	5%	6%	10%	12%	17%	20%	20%	22.5%	27.5%	25%
Earnings per share (₹)	1.35	1.89	2.91	3.99	4.46	5.60	5.80	6.54	8.39	10.32



BDH INDUSTRIES LIMITED

BOARD OF DIRECTORS	: Ms. Jayashree Nair	<i>Chairperson & Managing Director</i>
	Mr. S. C. Kachhara	<i>Joint Managing Director & CFO</i>
	Ms. Karthika Nair	<i>Non Executive Director</i>
	Dr. Dinesh Variar	<i>Independent Director</i>
	Mr. Bhagirath Singh	<i>Independent Director</i>
	Mr. Kairav Trivedi	<i>Independent Director</i>
COMPANY SECRETARY	: Ms. Nikita Phatak	
AUDITOR	: M/s. CLB & Associates Chartered Accountants Mumbai.	
BANKER	: Central Bank of India	
REGISTERED OFFICE	: Nair Baug, Akurli Road, Kandivli (East), Mumbai – 400101	
REGISTRARS & TRANSFER AGENT	: TSR DARASHAW CONSULTANTS PVT LTD 6-10, Haji Moosa, Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400011	

THIRTIETH ANNUAL GENERAL MEETING of the Company on Thursday,
27th August 2020 at 3.00 p.m. through Video Conferencing (VC) / Other
Audio Visual Means (OAVM)

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of BDH Industries Limited will be held on Thursday, 27th August 2020 at 3.00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2020.
3. To appoint a director in place of Ms. Karthika Nair (DIN 00019695), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To ratify the remuneration of the Cost Auditors for the financial year 2020-21 and in this regard to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and such other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes, fixed by the Board for M/s. Krishna S. & Associates, Cost Accountants (Firm Registration No. 100939) appointed as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March 2021, be and is hereby ratified.”

NOTES :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as MCA Circulars”) permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Video Means (OAVM) without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and MCA Circulars, the 30th Annual General Meeting of the Company is being conducted through VC / OAVM.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members are requested to send a scanned copy of duly certified board resolution authorizing their representative to attend the 30th Annual General Meeting through VC / OVAM on its behalf and to vote through remote e-voting at scrutinizer@bdhind.com with a copy marked to evoting@nsdl.co.in at least 48 hours before the commencement of the 30th Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21st August 2020 to Thursday, 27th August 2020 (both days inclusive).
5. The dividend, if declared at the 30th AGM, will be paid to those members whose names appear in the Register of Members on Thursday, 27th August 2020 and to those beneficial owners whose names are provided by National Securities Depository Limited (NSDL) and Central Depository (India) Limited (CDSL) as at the close of business hours on Thursday 20th August 2020 subject to deduction of tax at source as applicable.
6. Ms. Karthika Nair, (DIN – 00019695) Director retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. Her qualifications are M.Sc and MMS (Marketing) from University of Mumbai. She has been director of the Company since 1999. She is not a Director of any other Company. She is daughter of Ms. Jayashree Nair. The details of the membership of committees of the Board and shareholding are mentioned in Corporate Governance Report.



7. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 setting out material facts relating to the business stated under Item no. 4 is annexed hereto.
8. Members are requested to:-
- (a) intimate to the Company / their Depository Participant ("DP"), changes, if any, in their registered postal address at an early date;
 - (b) quote their Name and Folio No. and/or DP Identity and Client Identity number in the correspondence with the Company;
 - (c) in case of non-receipt / non-encashment of dividend warrants, members are requested to correspond with the Registrar of the Company – TSR Darashaw Consultants Private Limited.
 - (d) The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules) which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts. In terms of the said IEPF Rules, the Company has uploaded the information of the unclaimed dividends in respect of the dividend for the financial year 2012-13 till the dividend for the financial year 2018-19, on the website of the Company viz. www.bdhind.com.
 - (e) Members holding shares in dematerialized form are requested to register / update and intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc, to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Company's Registrar and Transfer Agents – TSR Darashaw Consultants Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to TSR Darashaw Consultants Private Limited. 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 PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to TSR Darashaw Consultants Private Limited for updating the same against their folio.
 - (f) SEBI has notified that securities of listed companies can be transferred only in dematerialized form. In order to avail the benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
 - (g) The Company has transferred the unclaimed dividend for the financial year 2010-11 and 2011-12 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to section 124(6) of the Companies Act 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred all shares in respect of which dividend has not been encashed by the shareholders for seven consecutive years in the name of Investor Education and Protection Fund (IEPF). Members may note that the shares and unclaimed dividend transferred to IEPF Authority can be claimed by filing online application in prescribed form no. IEPF 5 available on www.iepf.gov.in and sending physical copy of same, duly signed to the Company alongwith requisite documents.
 - (h) To support the 'Green Initiative' of the Ministry of Corporate Affairs, members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case of shares held in electronic form and with TSR Darashaw Consultants Private Limited in case of shares held in physical form so that all notices/intimations and other correspondence can be sent through email.
 - (i) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source from the dividend (if declared at 30th AGM) payable to shareholders at prescribed rate. The shareholders who have not yet registered their PAN against folio / demat account are requested to register their PAN with the Company by sending self-

attested scanned copy of PAN to investors@bdhind.com with a copy marked to csg-unit@tsrdarashaw.com (for shares held in physical mode) and depositories (for shares held in demat mode). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a rate of 20%.

9. Notice of the 30th Annual General Meeting of the Company alongwith Annual Report 2019-20 is being sent only through electronic mode to shareholders whose email addresses are registered with the Company / Depository Participant(s) in compliance with MCA Circular dated 5th May 2020 and SEBI Circular dated 12th May 2020. Members may note that the Notice of 30th Annual General Meeting of the Company alongwith Annual Report 2019-20 will also be available on the Company's website www.bdhind.com and website of stock exchange www.bseindia.com for download.
10. Members attending the 30th Annual General Meeting of the Company through VC/OVAM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act 2013.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act 2013, the Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending email to investors@bdhind.com upto the date of 30th Annual General Meeting.
12. Instruction for Voting through electronic means and joining AGM are as follows :-

VOTING THROUGH ELECTRONIC MEANS –

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote on resolutions set forth in the Notice by electronic means. The facility of casting votes by members using an electronic voting system (remote e-voting) will be provided by National Securities Depository Limited (NSDL).
- II. The remote e-voting period commences on Monday, 24th August 2020 (9:00 am) and ends on Wednesday, 26th August, 2020 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th August 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

- IV. The process and manner for e-voting are as under :

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> / either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.



Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at

evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

DETAILS ON STEP 2 IS GIVEN BELOW:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@bdhind.com with a copy marked to evoting@nsdl.co.in at least 48 hours before the commencement of the 30th Annual General Meeting.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre / Mr. Amit Vishal - NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@bdhind.com with a copy marked to csg-unit@tsrdarashaw.com



2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@bdhind.com with a copy marked to csg-unit@tsrdarashaw.com

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER :-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER :

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as speaker by send their request and questions 10 days before the AGM mentioning their name, DP ID and Client ID /folio number, email id, mobile number at investors@bdhind.com. Shareholders desiring any information are requested to write to the Company 10 days before the AGM mentioning their name, DP ID and Client ID/ folio number, email id, mobile number at investors@bdhind.com so as to enable the Management to keep the details ready at the meeting. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending upon the availability of time for the AGM.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 20th August, 2020.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after sending Notice of 30th AGM by email and holding shares as of the cut off date i.e. 20th August 2020 may obtain the login ID and password by sending a request by email at evoting@nsdl.co.in by mentioning his Folio no. /DP ID and Client ID. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forget User Details / Password" or "Physical User / Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800 222 990.

- VIII. Mr. Ankit Varia (Membership No. 151266), of M/s A B D&Co., Practicing Chartered Accountant has been appointed as the Scrutinizer to scrutinize voting during AGM and remote e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The Results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company www.bdhind.com and on the website of NSDL www.evoting.nsdl.com immediately. The results shall simultaneously be communicated to the BSE Limited (BSE) where the shares of the Company are listed.
13. Since the 30th Annual General Meeting will be held through VC /OAVM the route map is not annexed in this Notice.

FOR AND ON BEHALF OF THE BOARD

Jayashree Nair

Chairperson & Managing Director

(DIN-00027467)

Mumbai, 21st July 2020

Registered Office :-

Nair Baug, Akurli Road,
Kandivli (East), Mumbai 400101

Tel. No. : 022-61551234

Fax No. : 022-28868349

Email : investors@bdhind.com

Website : www.bdhind.com

CIN - L24100MH1990PLC059299