

Reputation

Quality

Care

Healthcare & Quality of Life - Globally

Annual Report 2020-2021



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

(Rs. In Lakhs)

	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
Total Income	4179.39	4249.07	4434.58	4634.29	4852.39	4587.61	4189.24	5257.66	6027.29	5875.47
Domestic Income	2090.73	2007.81	1333.88	1839.87	1585.74	2550.10	1934.22	2375.51	2860.22	2687.01
Export Income	2088.66	2241.26	3100.70	2794.42	3266.65	2037.51	2255.02	2882.17	3167.07	3188.46
Earning before Interest, Depreciation & Tax	349.95	403.69	490.12	502.06	587.90	604.88	618.37	788.89	977.16	981.68
Profit before Tax	160.76	248.35	340.48	379.44	481.08	498.47	517.76	654.33	812.02	874.54
Net Profit after Tax	108.60	167.26	229.78	256.97	322.62	333.66	376.48	482.98	594.24	635.94
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	1492.13	1591.08	1718.43	1814.48	1997.12	2329.39	2531.91	2840.20	3229.97	3712.95
Net Worth	2086.07	2185.02	2312.37	2408.42	2591.06	2923.33	3125.85	3434.14	3823.91	4306.89
Net Block	1528.92	1507.29	1475.11	1322.31	1715.20	2293.97	2258.67	2201.68	2109.71	2030.84
Dividend (%)	6%	10%	12%	17%	20%	20%	22.5%	27.5%	25%	30%
Earnings per share (Rs.)	1.89	2.91	3.99	4.46	5.60	5.80	6.54	8.39	10.32	11.05

BDH INDUSTRIES LIMITED

BOARD OF DIRECTORS	:	Ms. Jayashree Nair	Chairperson & Managing Director
		Mr. S. C. Kachhara	Joint Managing Director & CFO
		Ms. Karthika Nair	Non Executive Director
		Dr. Dinesh Variar	Independent Director
		Mr. Bhagirath Singh	Independent Director
		Mr. Kairav Trivedi	Independent Director

COMPANY SECRETARY : Ms. Nikita Phatak

AUDITORS : M/s. CLB & Associates
Chartered Accountants
Mumbai.

BANKERS : Central Bank of India

REGISTERED OFFICE : Nair Baug, Akurli Road, Kandivli (East),
Mumbai – 400101

**REGISTRARS &
TRANSFER AGENT** : TSR DARASHAW CONSULTANTS PVT LTD
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli West, Mumbai 400 083.

THIRTY FIRST ANNUAL GENERAL MEETING of the Company on
Wednesday, 25th August 2021 at 3.00 p.m. through Video Conferencing
(VC) / Other Audio Visual Means (OAVM)

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of BDH Industries Limited will be held on Wednesday, 25th August 2021 at 3.00 p.m. through Video Conferencing (VC) / Other Audio Video 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, 2021 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, 2021.
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 2021-22 and in this regard 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 Rs. 65,000/- (Rupees Sixty Five 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 2022, be and is hereby ratified.”

5. To approve cancellation of unsubscribed issued equity share capital of the Company and in this regard to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 61(1)(e) and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modifications or re-enactment thereof) and subject to other permissions and approvals, if any, as may be required, approval of the Shareholders be and is hereby accorded to the cancellation of 3,64,200 equity shares issued out of the authorised share capital of the Company, which were forfeited by the Company, and which have neither been re-issued nor have been taken up or agreed to be taken up by any person and the amount of issued share capital be and is hereby diminished by an amount of Rs. 18,21,000/- being the amount paid up on the forfeited shares so cancelled.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to cancel the forfeited shares and transfer the amount received on such shares lying with the Company to Capital Reserves Account or such other accounts as per the applicable provisions of the Indian Accounting Standards and the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. To approve charges for service of documents on the shareholders and in this regard to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any of the Companies Act 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) whereby a document may be served on any Member by the Company, by sending it to him / her by post or by registered post or by speed post or by courier or such other electronic or other mode as may be prescribed, approval of the Members be and is hereby accorded to charge from the Members such fees in advance, equivalent to estimated actual expenses of delivery of documents including handling charges, service charges etc., pursuant to any request made by any Member for delivery of such



documents through a particular mode of service mentioned above, provided that such request alongwith requisite fees had been duly received by the Company at least 10 (Ten) days in advance of dispatch of documents by the Company to the Members.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable for the purpose of giving effect to this resolution.”

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, April 13, 2020 and January 13, 2021 (collectively referred to as MCA Circulars) and Securities and Exchange Board of India has vide its Circular dated 12th May 2020 and 15th January 2021 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 31st Annual General Meeting of the Company is being conducted through VC / OAVM. The venue of the meeting shall be deemed to be the registered office of the Company. Since this AGM is being held 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.
2. Corporate Members are requested to send a scanned copy of duly certified board resolution authorizing their representative to attend the 31st 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 31st Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 19th August 2021 to Wednesday, 25th August 2021 (both days inclusive).
4. The dividend, if declared at the 31st AGM, will be paid to those members whose names appear in the Register of Members on Wednesday, 25th August 2021 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 Wednesday 18th August 2021 subject to deduction of tax at source as applicable.
5. 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.
6. 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, 5 and 6 is annexed hereto.
7. 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 2013-14 till the dividend for the

financial year 2019-20, on the website of the Company viz. www.bdhind.com. Accordingly the unpaid dividend lying in the dividend account of the year 2013-14 and the underlying shares thereon shall be transferred to IEPF in November 2021 on due date. Shareholders can visit the website of the Company www.bdhind.com and get the details of unclaimed dividend under the Investors Section and claim the same timely to avoid the transfer of same and underlying shares thereon to IEPF Account.

- (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, 2011-12 and 2012-13 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 31st 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%.
8. Notice of the 31st Annual General Meeting of the Company alongwith Annual Report 2020-21 is being sent only through electronic mode to shareholders whose email addresses are registered with the Company / Depository Participant(s) in compliance with MCA Circulars and SEBI Circular dated 12th May 2020 and 15th January 2021. Members may note that the Notice of 31st Annual General Meeting of the Company alongwith Annual Report 2020-21 will also be available on the Company's website www.bdhind.com, website of stock exchange www.bseindia.com and website of NSDL www.evoting.nsdl.com for download.
9. Members attending the 31st 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.
10. 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 31st Annual General Meeting.

11. 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, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, 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 remote e-voting system as well as e-voting system on the date of AGM will be provided by National Securities Depository Limited (NSDL).
- II. The remote e-voting period commences on Sunday, 22nd August 2021 (9:00 am) and ends on Tuesday, 24th August, 2021 (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 18th August 2021, 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 after conclusion of 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 Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
- V. **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:





Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password.

	<p>After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="718 1176 1244 1491"> <p>NSDL Mobile App is available on</p> <div>  <p>App Store</p>  <p>Google Play</p> </div> <div>   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>



	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 / 022-23058542-43

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 IN 300*** 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. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 etc.
 - 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.