

# 20<sup>th</sup> Annual Report 2014-2015



**Farmax India Limited**

**Dear Shareholders,**

**Sub: Updation of contact details and Email-Ids**

As you all know that The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. The Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Shareholders who have not registered their e-mail address with the Company can now register the same by submitting there Email Ids at [info@farmax.co.in](mailto:info@farmax.co.in).

Kindly note that soft copies of the Notice and Annual Report will be sent to the shareholders to their respective email id's. The shareholders who do not want to receive Notice and Annual Report through electronic mode may communicate the same to the email id of the Company mentioned above. Kindly also update the contact details if there are any changes in the registered contact details with us.

We are sure that as a responsible citizen, you will whole heartedly support this green initiative and co-operate with the Company to make it a success.

**Thanking You**  
**For M/s. Farmax India Limited**

**Sd/-**  
**M Srinivasa Reddy**  
**Managing Director**

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## **CORPORATE INFORMATION**

### **Board of Directors:**

1. Mr. M. Srinivas Reddy	-	Chairman & Managing Director (DIN: 00882956)
2. Ms. P. Priyanka	-	Independent Director (DIN: 02925766)
3. Mr. A. V. Rama Raju	-	Independent Director (DIN: 01408193)
4. Mr. E. Sudheer Reddy	-	Independent Director (DIN: 06402499)

### **Chief Financial Officer**

Ch. Vara Prasad

### **Registered Office:**

Survey No. 658, Bowrampet Village ,  
Qutubullapur Mandal,  
(Sub- Urban of Hyderabad) Ranga Reddy Dist.  
Telangana - 500043

### **Subsidiary:**

Farmax International FZE - UAE

### **Auditors:**

M/s Vijay Sai Kumar & Associates  
210/3RT, Vijayanagar Colony  
Hyderabad- 500057

### **Audit Committee:**

1. Mr. A. V. Rama Raju	-	Chairman
2. Ms. P. Priyanka	-	Member
3. Mr. E. Sudheer Reddy	-	Member

### **Nomination & Remuneration Committee:**

1. Mr. A. V. Rama Raju	-	Chairman
2. Ms. P. Priyanka	-	Member
3. Mr. E. Sudheer Reddy	-	Member

### **Stakeholders Relationship Committee:**

1. Ms. P. Priyanka	-	Chairperson
2. Mr. A. V. Rama Raju	-	Member
3. Mr. E. Sudheer Reddy	-	Member

**Risk Management Committee**

- |                          |   |          |
|--------------------------|---|----------|
| 1. Mr. A. V. Rama Raju   | - | Chairman |
| 2. Mr. M. Srinivas Reddy | - | Member   |
| 3. Ms. P. Priyanka       | - | Member   |
| 4. Mr. E. Sudheer Reddy  | - | Member   |

**Bankers:**

State Bank of India

**Listing:**

BSE Limited (Indonext Model)  
National Stock Exchange India Limited  
Ahmedabad Stock Exchange Limited  
Luxembourg Stock Exchange (GDR's)

**Registrar & Share Transfer Agents:**

Bigshare Services Pvt Limited  
306, Right Wing, 3rd Floor, Amrutha Ville,  
Opp. Yashoda Hospital Somajiguda,  
Rajbhavan Road, Hyderabad 500082,  
Telangana  
[www.bigshareonline.com](http://www.bigshareonline.com)  
E- mail: [info@bigshareonline.com](mailto:info@bigshareonline.com)

**Demat ISIN Number CDSL & NSDL:**

INE890I01035

**Website:**

[www.farmax.co.in](http://www.farmax.co.in)

**Investor Email-Id:**

[cs@farmax.co.in](mailto:cs@farmax.co.in)

**Corporate Identity Number:**

L27109TG1995PLC022190

## NOTICE

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Shareholders of M/s FARMAX INDIA LIMITED will be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 9:00 A.M. at registered office situated at Survey No. 658, Bowrampet Village, Qutubullapur Mandal, (Sub- Urban of Hyderabad) Ranga Reddy Dist. Telangana - 500043, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Srinivasa Reddy Morthala (DIN: 00882956) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Vijay Sai Kumar & Associates Chartered Accountants, Hyderabad, as Statutory Auditors and to fix their remuneration and for the purpose to consider and if, thought fit, to pass with or without modification(s), the following Ordinary Resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139(2) and 142 of the Companies Act, 2013 and rules made there under and pursuant to recommendation of Audit Committee, and pursuant to the resolution passed by the Members at the 19<sup>th</sup> Annual General Meeting (AGM) held on 30th September, 2014 for the appointment of M/s. Vijay Sai Kumar & Associates (Firm Registration No. 004694S) as Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the year 2019, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2016 as may be determined by the Audit Committee in consultation with the Auditor from time to time.”

### SPECIAL BUSINESS:

#### 4. To Appoint Mr. A. V. Rama Raju as Independent Director of the Company

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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. A. V. Rama Raju (holding DIN: 01408193), Director of the Company whose period of office is not liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.”

### **5. Amendment of Article of Association of the Company**

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

“RESOLVED THAT pursuant to provisions of Section 5 read with section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the new draft Articles as contained in the Articles of Association submitted be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**For and on behalf of the Board of  
Farmax India Limited**

**Sd/-**

**M. Srinivasa Reddy**

**Managing Director**

**DIN: 00882956**

**Place: Hyderabad**

**Date: 29.08.2015**

**NOTES:**

1. **VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 26.09.2015 to 30.09.2015 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. 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 Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s. **Bigshare Services Private Limited**).
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to **M/s. Bigshare Services Private Limited**, Share Transfer Agents of the Company for their doing the needful.



11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer / transmission / transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. Electronic copy of the Annual Report for 2014-2015 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 Annual Report for 2014-2015 is being sent in the permitted mode.
15. Members may also note that the Notice of the 20<sup>th</sup> Annual General Meeting and the Annual Report for 2014-2015 will also be available on the Company's website [www.farmax.co.in](http://www.farmax.co.in) for their download. 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 [ids@farmax.co.in](mailto:ids@farmax.co.in)

#### **16. Voting through electronic means**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The remote e-voting period will commence on Sunday, 27<sup>th</sup> September 2015 at 9.00 a.m. on and will end on Tuesday, 29<sup>th</sup> September, 2015. The facility for voting through ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. S. Sarveswar Reddy, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

#### **Procedure for remote e-voting**

- I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
  - (a) In case of Members receiving an e-mail from Karvy:
    - (i) Launch an internet browser and open <https://evoting.karvy.com>

- (ii) Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - (iii) After entering the above details click on - Login.
  - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
  - (v) On successful login, the system will prompt you to select the E-Voting Event
  - (vi) Select the EVENT of Farmax India Limited and click on - Submit.
  - (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
  - (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
  - (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
  - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xi) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [cs@farmax.co.in](mailto:cs@farmax.co.in) They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- (b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip
- (I) INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCESLIP.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
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- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>.
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.