

PARENTERAL DRUGS
(INDIA) LIMITED



34th
ANNUAL
REPORT
2017-18



CONTENT

Company Information	02
Notice of Annual General Meeting	03
Board's Report	11
Annexure to the Board's Report	15
Management Discussion and Analysis Report	27
Report on Corporate Governance	30
Auditor's Certificate on Corporate Governance	42
Certificate from Managing Director	43
Independent Auditor's Report	44
Balance Sheet	50
Profit and Loss Statement	51
Statement of Changes in Equity (SOCIE)	52
Cash Flow Statement	53
Notes to Financial Statement	54
Independent Auditor's Report on Consolidated Financial Statement	103
Consolidated Balance Sheet	106
Consolidated Profit & Loss Statement	107
Consolidate Statement of Changes in Equity (SOCIE)	108
Consolidated Cash Flow Statement	109
Notes to Consolidated Financial Statement	110
Statement of Subsidiary Companies	163
Proxy Form	164
Route Map to the AGM Venue	165

Company Information

Board of Directors

Executive Directors

Shri Manohar Lal Gupta

Chairman

Shri Vinod Kumar Gupta

Managing Director

Shri Govind Das Garg

Whole-Time Director

Shri Anil Mittal

Director

Registered Office

340, Laxmi Plaza, Laxmi Industrial Estate,
New Link Road, Andheri (West),
Mumbai-400 053 (Maharashtra)
e-mail: pdpl@pdindia.com
website: www.pdindia.com

Corporate Office & Investors Grievances Centre

Shree Ganesh Chambers,
Navlakha Crossing, A. B. Road,
Indore-452 001 (Madhya Pradesh)
e-mail: investor@pdindia.com

Non-Executive Directors

Shri Balkrishna V. Chaulal

Nominee Director

Shri Dharam Pal Khanna

Independent Director

Shri Dilip Kumar Panchaity (till 30th April, 2017)

Independent Director

Shri Dilip Kumar Sinha

Independent Director

Shri Sandeep Vyas (till 13th June, 2018)

Independent Director

Smt. Deepali Garhewal

Independent Director

Shri Manish Verma (w.e.f. 29th June, 2018)

Independent Director

Auditors

M/s. Singhal Jain & Co.
Chartered Accountants,
A-18, Indrapuri Colony, Lal Kothi,
Tonk Road, Jaipur-302006 (Rajasthan)

Bankers

State Bank of India
Punjab National Bank

Company Secretary & Compliance Officer

CS Aradhana Kulkarni

Manufacturing Locations

Madhya Pradesh

Village: Panwa,
Tehsil: Kasrawad,
Dist.: Kargone-451 228
(M.P.) India

Himachal Pradesh

Village: Bhud,
Tehsil: Nalagarh,
Dist.: Solan-173 205
(H.P.) India

Registrar and Share Transfer Agent

Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai-400 083
Tel. No.: 022 - 49186270
Fax No.: 022 - 49186060
e-mail: rint.helpdesk@linkintime.co.in

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the members of Parenteral Drugs (India) Limited will be held on Saturday, the 29th day of September, 2018, at 9.30 a.m. at the Classique Club, Behind Infinity Mall, Link Road, Oshiwara, Andheri (West), Mumbai-400 053 to transact the following business:-

ORDINARY BUSINESS

1. a. To consider, approve and adopt the Standalone Financial Statement and reports of the Board of Directors and Auditors thereon of the company as on 31st March, 2018.
- b. To consider, approve and adopt the Consolidated Financial Statement and Auditors Report thereon of the company as on 31st March, 2018.
2. To re-appoint Shri Govind Das Garg (DIN:00520067), Whole-Time Director of the company, who is liable to retire by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

ITEM NO.3

AUTHORITY TO ENTER INTO CONTRACT /ARRANGEMENT WITH RELATED PARTIES

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any amendment thereto and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into loan licence arrangement and other contract/arrangement with M/s. Infutec Healthcare Limited, a related party for production, sale, purchase of raw material, finished goods and job work for an amount not exceeding Rs.60,00,00,000/- (Rupees Sixty Crores) for the period starting from 1st July, 2018 till 30th September, 2019;

RESOLVED FURTHER THAT for the period starting from 1st July, 2018 till 31st March, 2019, the Board of Directors of the Company shall be empowered to enter into related party transaction with M/s. Infutec Healthcare Limited to the tune of Rs. 30,00,00,000/- (Rupees Thirty Crores);

RESOLVED FURTHER THAT the related party transactions already entered into between the Company and M/s. Infutec Healthcare Limited between 1st July, 2018 till 30th September, 2018, be and are hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of the company be and is hereby authorized to do or cause to be done all such acts, matters, deeds or things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolutions."

ITEM NO. 4

RE-APPOINTMENT OF SHRIVINOD KUMAR GUPTA (DIN:00039145) AS MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provision of sections 196,197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of members of the Company be and is hereby accorded to re-appoint Shri Vinod Kumar Gupta (DIN: 00039145) as Managing Director of the Company for a period of five (5) years w.e.f. 1st January, 2019 on a consolidated monthly remuneration of Rs. 1,25,000/- (Rupees One Lac Twenty Five Thousand) and contribution to Provident and Gratuity Fund as may be applicable and will be liable to retire by rotation under the provisions of section 152 of the Companies Act, 2013;

RESOLVED FURTHER THAT Shri Govind Das Garg (DIN:00520067), Whole-Time Director of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies, Maharashtra, as may be required under the provisions of the Companies Act, 2013 in this regard."

ITEM NO. 5

APPOINTMENT OF SHRI MANISH VERMA (DIN:08168517) AS AN INDEPENDENT PROFESSIONAL DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Manish Verma (DIN: 08168517), who was appointed as an Additional Director of the Company with effect from 29th June, 2018 by the Board of Directors of the Company pursuant to sub-section (1) of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 117 of the Articles of Association of the Company and in respect of whom, the Company has received a notice under section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of sections 149 and other applicable provisions of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including

any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, Shri Manish Verma (DIN: 08168517), be and is hereby appointed as an Independent Professional Director of the Company eligible for appointment w.e.f. 29th June, 2018 till 31st January, 2021;

RESOLVED FURTHER THAT Shri Govind Das Garg (DIN:00520067), Whole Time Director of the company be and is hereby authorised to file necessary form with the Registrar of Companies, Maharashtra and to do all such acts, deeds or things to give effect to the aforesaid resolution.”

Place: Indore

Date: 14th August, 2018

BY ORDER OF THE BOARD

Vinod Kumar Gupta

Managing Director

(DIN: 00039145)

NOTES

1. Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the "Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.

The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxy Form submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.

3. Members holding shares in physical form are requested to forward all applications for transfer and all other shares related correspondence (including intimation for change of address) to the Share Transfer Agent of the Company at the following address: *Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083*

The members are requested to:

- a. Intimate to the Registrar/ Company, changes, if any, in their registered address at an early date along with the PIN code.
- b. Quote registered folio/client ID and DP ID in all their correspondence(s).
4. Members holding shares in dematerialized form (electronic form) are requested to intimate any change in their address, bank mandate etc., directly to their respective depository participants.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2018 to 29th September, 2018 (both days inclusive).
6. Electronic copy of the Annual Report is being sent to all the members whose e-mail IDs are registered with the company / Depository Participants. However, the physical copies of the same are being sent to all the members by the permitted mode who are members of the company as on the cut-off date i.e. 1st September, 2018.
7. To promote green initiative, members are requested to register their e-mail address through their Depository Participant for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail address through the Registrar and Share Transfer Agent, giving reference of their folio number.
8. Pursuant to provisions of section 125 of the Companies Act, 2013, dividend which remained unpaid/unclaimed for a period of seven (7) years from the date of transfer of the same to the Company's unpaid dividend account has been transferred to the Investor Education and Protection Fund established by the Central Government.
9. In accordance with the provisions of section 72 of the Companies Act, 2013, members are entitled to make nomination in respect of Equity Shares held by them, in physical form. Members desirous of making nomination may avail the facility of nomination by nominating in the prescribed "Nomination Form", a person to whom his/her/their shares in the Company shall vest in the event of his/her death.
10. The Company has appointed CS Archana Maheshwari of M/s Archana Maheshwari & Co., Practicing Company Secretaries, as Scrutinizer who will scrutinize the remote e- voting and poll process in a fair and transparent manner.
11. The members can opt for only one mode of voting, i.e., either by e-voting or the poll facility available at the venue of the meeting.
12. **Voting through electronic means:**

Pursuant to the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members, the facility to exercise their right to vote at the 34th Annual General Meeting by electronic means ("Remote e-voting"). The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The voting period begins on 26th September, 2018 at 9.00 a.m. and ends on 28th September, 2018 at 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 (record date) i.e. 22nd September, 2018, may opt for remote e-voting. Also, once the vote on a resolution is casted by the member, he/she/it shall not be allowed to change it subsequently or cast the vote again. The e-voting module shall be disabled by CDSL for voting thereafter. Also, a person who is not a member as on the cut-off date (record date) i.e. 22nd September, 2018 should treat this notice for information purpose only.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2018 at 9.00 a.m. and ends on 28th September, 2018 at 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 (record date) i.e. 22nd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by

- CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (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.
 - (vii) If you are a first time user follow the steps given below:

	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) <ul style="list-style-type: none"> 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 / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - 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 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.
- (xix) 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.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

According to the provisions of section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, a company having paid-up share capital of ten crores rupees or more shall not enter into a specified contract or arrangement with the related party except with the prior approval of the shareholders of the company by way of a resolution.

Your company was having related party transactions with its erstwhile subsidiary company viz. Infutec Healthcare Limited, a group company. Infutec Healthcare Limited is no longer a subsidiary of the company but the related party transactions related to sale, purchase of raw material, goods and job work will be continued.

The contract entered between the company and Infutec Healthcare Limited is in the ordinary course of business and at an arm's length basis even though as an abundant precaution, it is proposed to seek approval of the shareholders of the company by way of passing the resolution as set out in Item No.3 of the accompanying Notice.

The Board recommends the resolution as set out in Item No.3 of the accompanying Notice, for the approval of members of the company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Shri Manohar Lal Gupta (DIN:00040784), Shri Vinod Kumar Gupta (DIN:00039145), Shri Anil Mittal (DIN:00039133) and Shri Govind Das Garg (DIN:00520067) being the directors in Infutec Healthcare Limited and their relatives are concerned or interested, financially or otherwise, in the resolution as set out in Item No.3 of the accompanying Notice.

ITEM NO.4

Shri Vinod Kumar Gupta (DIN:00039145) aged 68 years and is a promoter director of the company and has been managing the affairs of the company on day to day basis from very beginning and has been instrumental in bringing the company to this stage.

He has almost 46 years of working experience in pharmaceutical industry and has wide experience in various business activities and was appointed as Managing Director of the company on 30th September, 2013 for a period of five years w.e.f. 1st January, 2014 and his tenure is coming to an end on 31st December, 2018. The Nomination and Remuneration Committee and the Board of Directors of the company recommended his appointment at their meetings held on 29th June, 2018 and 14th August, 2018 respectively and will not be liable to retire by rotation.

Further, the company complies/will comply with the conditions as set out in Section II of Part II of Schedule V of the Companies Act, 2013. Details of the Whole-Time Director as required under clause (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

I. General Information:

- (1) Nature of industry: Pharmaceutical
- (2) Date of commencement of commercial production: 2nd July, 1986
- (3) Financial performance based on given indicators: On standalone basis, during the financial year 2017-2018, the Company recorded a turnover of Rs. 32.97 crores and recorded a loss after tax of Rs. 96.09 crores.
- (4) Foreign investments or collaborations, if any: There are no overseas subsidiaries or collaborations of the company.

II. Information about the appointee:

- (1) Background details:
 - * Name: Shri Vinod Kumar Gupta
 - * Father's Name: Shri Gyarsi Lal Gupta
 - * Date of Birth: 20.02.1950
 - * Residential Address: 11, Janki Nagar NX, Indore-452 001 (Madhya Pradesh)
- (2) Past remuneration: Rs. 1,25,000/- p.m. (Rupees One Lac Twenty Five Thousand) and contribution to Provident and Gratuity Fund as may be applicable.
- (3) Recognition or awards: None
- (4) Job profile and his suitability:

Shri Gupta (DIN: 00039145) has 46 years of working experience in diversified business activities including experience in pharmaceutical industry. He is basically looking into the day to day affairs of the company. He has been working as a Whole-Time Director of the Company since 1989 and has made pioneering contribution in growth of the company.
- (5) Remuneration proposed: Rs. 1,25,000/- p.m. (Rupees One Lac Twenty Five Thousand Only) and contribution to Provident and Gratuity Fund as may be applicable.

- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Remuneration proposed to be paid to the Managing Director is on the lower side of the industry norms, size of the company and looking to the profile of the Managing Director.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Shri Gupta (DIN:00039145) does not have any pecuniary relationship with the Company, other than receipt of remuneration as a Managing Director. Further, Shri Vinod Kumar Gupta (DIN:00039145), Shri Manohar Lal Gupta (DIN:00040784) and Shri Govind Das Garg (DIN:00520067) are related to each other and are the promoter directors of the company.

III. Other information:

- (1) Reasons of loss or inadequate profits: The loss was due to overall liquidity crunch being faced by the company resulting in low turnover and productivity and thereby higher costs.
- (2) Steps taken or proposed to be taken for improvement: The Company is in regular talks with the bankers for the sanction of appropriate revival package/Scheme for the company.
- (3) Expected increase in productivity and profits in measurable terms: The Company will try to achieve the standards of its past performance.

IV. Disclosures:

The following disclosures are mentioned in the Directors' Report under the heading "Corporate Governance", forming part of the financial statement:—

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options pension etc., of all the directors;
- (ii) details of fixed component and performance linked incentives along with the performance criteria;
- (iii) service contracts, notice period, severance fees;
- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

Also, according to the provisions of section 190 of the Companies Act, 2013, a contract of service with Shri Gupta (DIN:00039145), Managing Director of the company will be entered into by the company.

In terms of provision of sections 196, 197 and other provisions applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013, approval of the members of the Company is required for his re-appointment as a Managing Director of the Company for a further period of five (5) years by way of passing the proposed resolution as a Special Resolution. Further, the company will pay remuneration to the Managing Director after obtaining all necessary permissions as may be required to be obtained as per the applicable provisions.

Hence, the Board recommends the resolution as set out in Item No. 4 of the accompanying Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution as set out in Item No. 4 except Shri Vinod Kumar Gupta (DIN:00039145) for himself, Shri Govind Das Garg (DIN:00520067) and Shri Manohar Lal Gupta (DIN:00040784) and their relatives.

ITEM NO.5

Shri Manish Verma (DIN:08168517), who has been appointed as an Additional Director of the Company under sub-section (1) of Section 161 of the Companies Act, 2013 w.e.f. 29th June, 2018, holds office up to the date of this Annual General Meeting and is eligible for appointment as Director as provided in the Articles of Association of the Company. Also, the company has appointed him as an Independent Professional Director of the Company who is eligible for appointment w.e.f. 29th June, 2018 upto 31st January, 2021. The Company has received notice under section 160 of the Companies Act, 2013, from a member signifying his intention to propose the candidature of Shri Manish Verma (DIN: 08168517) for the office of Director.

Shri Manish Verma (DIN:08168517) has an experience of eight(8) years of working as a High Court Advocate. He has vast experience in handling Civil and allied matters.

According to the provisions of section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, every listed company shall have an optimum combination of Independent Directors. Keeping in view, the requirements of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the company has complied with the said requirements as a casual vacancy occurred due to vacation of office of Shri Sandeep Vyas (DIN: 07652129), Independent Director of the company.

Further, pursuant to the provisions of sub-section (10) of section 149 of the Companies Act, 2013, the term of Shri Manish Verma (DIN: 08168517) commences w.e.f. 29th June, 2018 till 31st January, 2021 on the Board of the company.

Also, in terms of sub-section (13) of section 149 read with explanation to sub-section (6) of section 152 of the Companies Act, 2013, Independent Directors are not liable to retire by rotation.

According to proviso to sub-section (5) of section 152 of the Companies Act, 2013, in the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director. He is independent of the management.

Brief resume of Shri Manish Verma (DIN: 08168517), nature of his expertise in specific functional areas and name of companies in which he holds directorship/membership/chairmanship of the Board/Committee, as stipulated under Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, with the Stock Exchange(s), are provided in the Corporate Governance Report, forming part of this Annual Report.

Keeping in view his expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director.

Copy of the letter of his appointment as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also on the website of the company.

The Board recommends the resolution as set out in Item No. 5 of the accompanying Notice for approval by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item No. 5 of the accompanying Notice except Shri Manish Verma (DIN: 08168517), for himself and his relatives.

Place: Indore
Date: 14th August, 2018

BY ORDER OF THE BOARD

Vinod Kumar Gupta
Managing Director
(DIN: 00039145)