



# **Samrat Pharmachem Limited**

24th Annual Report  
2015-2016

# Board of Directors



**Sitting ( L To R ) : Mr. Rajesh Mehta, Mr. Lalit Mehta, Mr. Megh Mehta**  
**Standing ( L To R ) : Mr. Mahendra Pipalia, Ms. Renu Dharod, Mr. Samir Kothary**

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**BOARD OF DIRECTORS**

<b>Mr. Lalit Mehta</b>	Chairman & Managing Director
<b>Mr. Rajesh Mehta</b>	Executive Director
<b>Mr. Megh Mehta</b>	Executive Director
<b>Mr. Mahendra Pipalia</b>	Director
<b>Mr. Samir Kothary</b>	Director
<b>Ms. Renu Dharod</b>	Director

**REGISTERED OFFICE & FACTORY**

Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat

**CORPORATE OFFICE**

701/702, Business Square, M. A. Road, Andheri (West), Mumbai - 400058

**STATUTORY AUDITORS**

**Shah, Shah & Shah**

*Chartered Accountants*

502, Damji Shamji Trade Centre, Vidyavihar (West), Mumbai – 400086

**PRINCIPAL BANKER**

**ICICI Bank Ltd.**

Sagar Avenue, S. V. Road, Andheri (West), Mumbai – 400 058

**CO-BANKERS**

**HDFC Bank Ltd.**

Jamuna Apts, S. V. Road, Andheri (West), Mumbai - 400 058

**State Bank of India**

Rahul Apartments, S. V. Road, Andheri (West), Mumbai - 400 058

**UCO Bank**

FCC Branch, D. N. Road, Fort, Mumbai - 400 001

**REGISTRARS & SHARE TRANSFER AGENTS**

**Link Intime India Pvt Ltd.**

C/13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **TWENTY-FOURTH** ANNUAL GENERAL MEETING of the Members of the Company will be held on Saturday, the 24<sup>th</sup> September, 2016 at 1.00 p.m. at the Registered Office of the Company at Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31 March 2016 and the Profit and Loss Account of the company for the year ended as on that date, together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Rajesh Mehta (DIN 00216731), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s. Shah, Shah & Shah, Chartered Accountants (Firm Registration No. 116457W; Membership No. 049361), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting to be held after this meeting, and to fix their remuneration for the financial year ending 31st March, 2017.

**SPECIAL BUSINESS****4. Appointment of Mr. Megh Mehta as a Director retiring by rotation 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 Mr. Megh Mehta (DIN 07287394) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 1, 2015 to hold office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company."

**5. Appointment of Mr. Megh Mehta as an Executive Director 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 the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Megh Mehta (DIN 07287394) as an Executive Director of the Company for a period of 1.5 years with effect from October 1, 2015 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment), with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Megh Mehta."

"RESOLVED FURTHER that the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OR MEMBERS, AS THE CASE MAY BE, OF THE COMPANY.
2. Proxy, if any, in order to be effective, must be received at the Registered Office of the Company at Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat, not less than 48 hours before the commencement of the meeting. Proxies shall not have any right to speak at the meeting.
3. An explanatory statement as required U/s. 102 of the Companies Act, 2013, is annexed to the notice in respect of Item No. 4 & 5 of agenda of notice.
4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of 15 days from Saturday, 10<sup>th</sup> September, 2016 to Saturday, 24<sup>th</sup> September, 2016 (both days inclusive).
5. Members are requested to kindly notify to the Registrar and Transfer Agent of the company M/s. Link Intime India Pvt. Ltd. (Kind Attn: Ms. Tanushree Rauth), C/13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078, immediately of any change in their addresses.
6. Information pursuant to Clause 49 of the Listing Agreement for re-appointment of Directors.

Name of the Director	Date of Birth	Date of Appointment	Qualification	Expertise in specific functional areas	No. of shares held in the company	Directorship in Other companies in India	Chairman/ Member of other committees of other companies
Mr. Rajesh Mehta	25/6/1964	6/16/1992	B.Com, CA	Finance	379,542	Nil	No
Mr. Megh Mehta	1/8/1992	10/1/2015	M.Com, PGPM	Marketing	5,333	Nil	No

7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail 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 the Company's Registrars and Transfer Agents, M/s Link Intime India Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Link Intime India Pvt. Ltd.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Transfer Agent of the company M/s. Link Intime India Pvt. Ltd. for assistance in this regard.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or M/s., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members are requested to quote their Folio / DP Id No. in all their correspondence.
12. Members desirous of having any information regarding Accounts, are requested to write to the Company at least 7 days in advance of the date of Annual General Meeting so as to enable the Management to keep the information ready at the meeting.
13. The Notice of the AGM along with the 24<sup>th</sup> Annual Report (2015-16) is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. [www.samratpharmachem.com](http://www.samratpharmachem.com)

14. Members are requested to bring their copies of the Annual Report to the Meeting.
15. Members/ proxies are requested to bring with them the duly filled in attendance slip for attending the meeting.
16. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Pvt. Ltd. / Depositories.
17. In accordance with the applicable provisions of the Listing Agreement and Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (the Rules), the Company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the 24th Annual General Meeting of the Company. The Company has appointed Central Depository Services (India) Ltd. (CDSL) to provide remote e-voting facility to its members.
18. Mr. Aqueel A Mulla of M/s A. A. Mulla & Associates, Practicing Company Secretary (Membership No. FCS 2973), has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
19. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
20. Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. A. A. Mulla, Practicing Company Secretary, (Membership No. FCS 2973), at the Registered Office of the Company not later than Friday, September 23, 2016 (6.00 p.m. IST).

A. The Procedure and Instructions for remote e-voting are as under:

The shareholders should log on to remote e-voting website

- (i) [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on Shareholders
- (iii) Now enter your User Id
  - a. For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 character DP ID followed by 8 digits
  - b. Client ID
  - Members holding shares in Physical Form should enter Folio Number registered with the
  - c. Company
- Next enter the Image Verification as displayed and Click on
- (iv) Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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.

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip. Any person who becomes a member of the company after dispatch of the Notice and holds shares of the Company as on the cut-off date i.e. Saturday, September 17, 2016 and whose PAN is not registered with the Company may obtain the sequence number detail by writing to the Company at [samrat@bom4.vsnl.net.in](mailto:samrat@bom4.vsnl.net.in) or contact the Compliance Officer.

# Please enter any one of the details relating to DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or company, please enter the number of shares held by you as on the cut-off date in the dividend details field

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) 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 the 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 remote 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.
  - (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
  - (x) Click on the EVSN for **Samrat Pharmachem Limited** to vote.
  - (xi) 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.
  - (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiii) 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.
  - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
  - (xvi) 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.
  - (xvii) Note for Non-Individual Shareholders and Custodians
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - They should also submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of accounts they would be able to cast their vote.
    - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and send the scan copy of the Board resolution/ POA to [scrutinizer@samratpharmachem.com](mailto:scrutinizer@samratpharmachem.com)
  - (xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - (xix) Any person having any grievances in connection to remote e-voting may write to Mr. Rajesh Mehta, (Compliance Officer of the company) at the Corporate Office of the company at 701/702, Business Square, M. A. Road, Andheri (West), Mumbai - 400 058., Email: [samrat@bom4.vsnl.net.in](mailto:samrat@bom4.vsnl.net.in); Tel: 022-26701050/1/2; Fax: 022-26701053
- B. In case a Member receives physical copy of the Notice of the AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed ballot form: EVEN (e-voting Event Number), user ID and password.
  - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xv) above, to cast vote.

C. Other instructions:

- i. The remote e-voting period commences on Wednesday, September 21, 2016 (9.00 a.m. IST) and ends on Friday, September 23, 2016 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on Saturday, September 17, 2016, i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.

- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. September 17, 2016.
- iii. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the voting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company who shall countersign the same.
- iv. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to samrat@bom4.vsnl.net.in by mentioning their Folio/ DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Friday, September 23, 2016 (6.00 p.m. IST)
- v. Ballot Form received after this date will be treated as invalid.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.samratpharmachem.com](http://www.samratpharmachem.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two days of the passing of the resolutions at the 24th AGM of the Company on September 24, 2016 and shall be communicated to BSE Limited ("BSE"), where the shares of the Company are listed.

**Place: Mumbai**  
**Date : 30 May 2016**

**By order of the Board of Directors  
For Samrat Pharmachem Limited**

**Lalit Mehta**  
**Chairman & Managing Director**  
DIN: 00216681

## Explanatory Statement

Pursuant to section 102 of the Companies Act

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the business mentioned under Item Nos. 4 & 5 of the accompanying Notice:

### Item No. 4. & 5.

The Board appointed Mr. Megh Mehta, as Additional Director with effect from October 1, 2015. The Board has also appointed him as an Executive Director (ED) effective the same date, for a period of 1.5 years, subject to the approval of the Members.

As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as a Director. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Profile of Mr. Megh Mehta is given below:

Mr. Megh Mehta holds a post graduate degree from University of Mumbai. He also holds a PGPM in Marketing.

The main terms and conditions of appointment of Mr. Megh Mehta (hereinafter referred to as an "Executive Director") are given below:

#### A. Tenure of Appointment:

The appointment of the Executive Director is for a period of 1.5 years with effect from October 1, 2015.

#### B. Nature of Duties:

The Executive Director shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the company, including performing duties as assigned to the Executive Director from time to time.

#### C. Remuneration:

- |                  |   |   |
|------------------|---|---|
| (i) Salary       | : | Salary of Mr. Megh Rajesh Mehta, Executive Director shall be Rs. 35,000 p.m.  |
| (ii) Perquisites | : | Perquisites shall be restricted to an amount equal to annual salary. The perquisites payable to the Executive Director is categorized as under. |

The Company shall provide a car with driver and telephone facility at the residence of the Executive Director. Provision of a car for use on the Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Executive Director.

#### D. Minimum Remuneration:

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.