



Samrat Pharmachem Limited

**27th Annual Report
2018-2019**

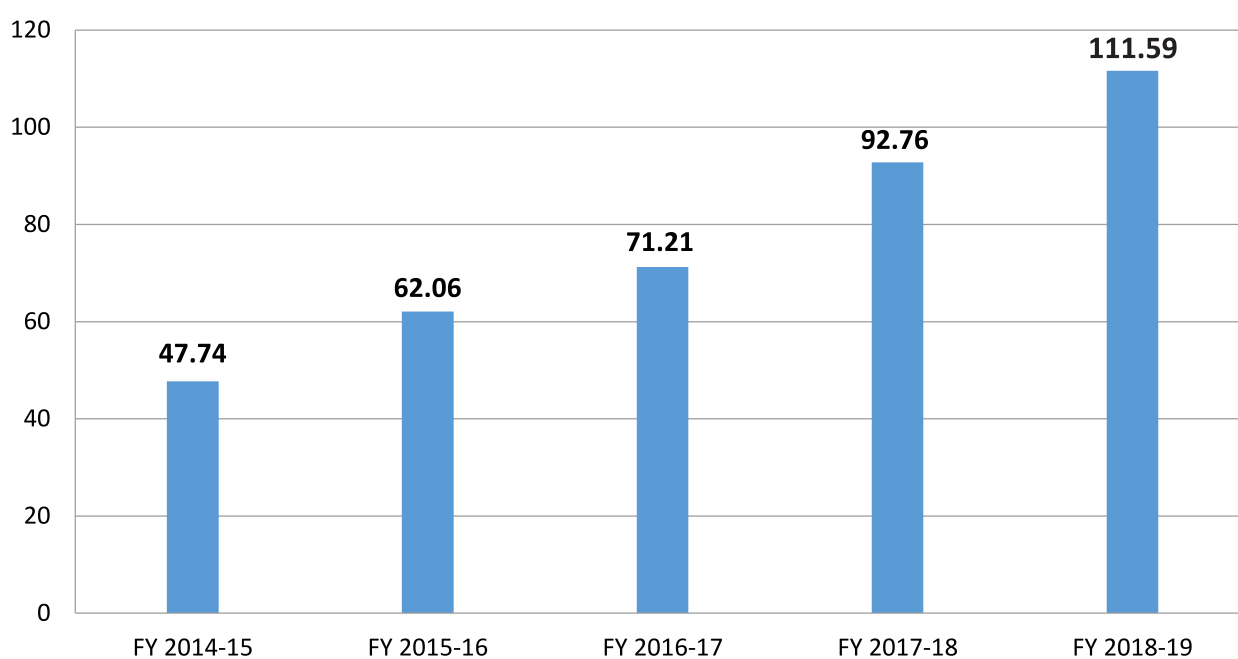


Samrat Pharmachem enters the billion rupee club !



www.samratpharmachem.com
The King of Iodine Chemistry

Sales Turnover (Rs. in Crores)



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BOARD OF DIRECTORS

| | |
|-----------------------------|------------------------------|
| Mr. Lalit Mehta | Chairman & Managing Director |
| Mr. Rajesh Mehta | Executive Director |
| Mr. Megh Mehta | Executive Director |
| Mr. Mahendra Pipalia | Independent Director |
| Mr. Samir Kothary | Independent Director |
| Ms. Renu Dharod | Independent Director |

REGISTERED OFFICE & FACTORY

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

Tel: +91 2646 220774 Fax: +91 2646 251291 Email: contact@samratpharmachem.in Web: www.samratpharmachem.com
CIN: L24230GJ1992PLC017820

CORPORATE OFFICE

701/702, Business Square, M. A. Road, Andheri (West), Mumbai - 400 058

Tel: +91 22 26701050/1/2 Fax: +91 22 26701053

STATUTORY AUDITORS

Shah & Savla LLP

Chartered Accountants

RNJ Corporate, Jawahar Road, Ghatkopar (East), Mumbai - 400 077

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Sandeep Prajapati

PRINCIPAL BANKER

ICICI Bank Ltd

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

CO-BANKERS

HDFC Bank Ltd

Jamuna Apartments, 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

IndusInd Bank Ltd

Acme Plaza, Andheri Kurla Road, Andheri (East), Mumbai - 400 059

REGISTRARS & SHARE TRANSFER AGENTS

Link Intime India Pvt Ltd

C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083

Tel: +91 22 49186000 Fax: +91 22 49186060 Email: rnt.helpdesk@linkintime.co.in Web: www.linkintime.co.in
CIN: U67190MH1999PTC118368

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTY-SEVENTH ANNUAL GENERAL MEETING of SAMRAT PHARMACHEM LIMITED** will be held on Saturday, September 28, 2019 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 businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31 March 2019, together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Rajesh Lalit Mehta (DIN: 00216731), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 149, 150, 152 and 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members of the Company be and is hereby accorded to the re-appointment of Mr. Mahendra Indulal Pipalia (DIN:00216959), as an Independent Director of the Company, not liable to retire by rotation and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the expiry of his present term of office, i.e., w.e.f. 27th September, 2019 to 26th September, 2024."

4. 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 149, 150, 152 and 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of members of the Company be and is hereby accorded to the re-appointment of Mr. Samir Harsukhrai Kothary (DIN:00216603), as an Independent Director of the Company, not liable to retire by rotation and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the expiry of his present term of office, i.e., w.e.f. 27th September, 2019 to 26th September, 2024."

NOTES

1. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.**
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("The Act") setting out material facts concerning the businesses under Item nos. 3 & 4 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 26(4) & 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / reappointment at this Annual General Meeting ("AGM") are also annexed.
4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of 8 days from Saturday, 21st September, 2019 to Saturday, 28th September, 2019 (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. Shweta Poojari) C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083, immediately of any change in their addresses.
6. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is attached herewith and shown as Annexure A
7. Members, Proxies and Authorised Representatives are requested to bring with them the duly filled in Attendance Slip for attending the meeting.
8. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.samratpharmachem.com (under 'Investors' section). Members holding shares in physical form may submit the same to M/s. Link Intime India Pvt Ltd. Members holding shares in electronic form may submit the same to their respective depository participant.
9. 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.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, M/s Link Intime India Pvt Ltd in case the shares are held by them in physical form.
11. Members holding shares in physical form are requested to consider converting their holdings 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 Agents of the company M/s. Link Intime India Pvt Ltd. for assistance in this regard.
12. 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. Link Intime India Pvt Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

13. In case of joint holders attending the AGM, 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.
14. Members desirous of having any information regarding Accounts, are requested to write to the Company at least 7 days before the Annual General Meeting so as to enable the Management to keep the information ready at the meeting.
15. Notice of the AGM along with the 27th Annual Report (2018-19) 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 2018-19 will also be available on the company's website viz. www.samratpharmachem.com
16. The route map showing directions to reach the venue of the twenty-seventh AGM is annexed.
17. **Voting through electronic means**
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. The instructions for e-voting are given herein.
 - ii. 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 voting at the AGM and remote e-voting process in a fair and transparent manner.
 - iii. The facility for voting through poll paper, shall also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
 - iv. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.
 - v. A Member can opt for only one mode of voting i.e. either through remote e-voting or by poll paper. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and poll paper shall be treated as invalid.

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

- (i) The shareholders should log on to e-voting website www.evotingindia.com
- (ii) Click on Shareholders
- (iii) 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
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

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

| | |
|--|---|
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (iii). |
|--|---|

- (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 changed 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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.
 - 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of accounts they would be able to cast their vote.
 - The 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.
- (xviii) 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.

- (xix) Any person having any grievances in connection to e-voting may write to Mr. Sandeep Prajapati, (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: contact@samratpharmachem.in; Tel: 022-26701050/1/2; Fax: 022-26701053

Other instructions:

- i. The e-voting period commences on Wednesday, September 25, 2019 at 9.00 am (IST) and ends on Friday, September 27, 2019 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on September 27, 2019.
- 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 22, 2019.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the voting at AGM, would first 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 favour or against, if any, to the Chairman of the Company who shall countersign the same.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.samratpharmachem.com and on the website of CDSL www.evotingindia.com within three (3) days of the passing of the resolutions at the 27th AGM of the Company on Saturday, September 28, 2019 and shall be communicated to BSE Limited ("BSE"), where the shares of the Company are listed.

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

**Place : Mumbai
Date : 30 May 2019**

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

ANNEXURE TO THE NOTICE
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. 3 & 4 of the accompanying Notice:

Item No. 3

Mr. Mahendra Indulal Pipalia (DIN:00216959) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. He holds office as an Independent Director of the Company up to 26th September, 2019 ("first term") in line with the explanation to Sections 149(10) and 149(11) of the Act.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Mahendra Indulal Pipalia would be beneficial to the Company and it is desirable to continue to avail his service as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Mahendra Indulal Pipalia as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from the expiry of his present term of office, i.e. w.e.f. 27th September, 2019 to 26th September, 2024.

Mr. Mahendra Indulal Pipalia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Further, Mr. Mahendra Indulal Pipalia is not debarred from holding the office of director pursuant to any SEBI order.

The Company has received declaration from Mr. Mahendra Indulal Pipalia that he meets with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Mahendra Indulal Pipalia fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Details of Mr. Mahendra Indulal Pipalia is provided in the "Annexure A" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Mahendra Indulal Pipalia setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. The terms and conditions of appointment of Independent Directors are also available on the Company's website at <http://www.samratpharmachem.com/independent-director-terms-and-conditions-of-appointment/>

Mr. Mahendra Indulal Pipalia is interested in the Resolution set out at Item No. 3 of the notice. Relatives of Mr. Mahendra Indulal Pipalia may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other directors/Key Managerial Personnel of the Company/thier relatives are in any way concerned or interested, financially or otherwise in the resolution.

The Board of Directors recommends the Special Resolution as set out in Item No. 3 of the Notice for approval by the Members.