

Notice to Members

NOTICE is hereby given that the 49th Annual General Meeting of the Members of **THEMIS MEDICARE LIMITED** will be held at the Registered Office of the Company at Plot No. 69-A, GIDC Industrial Estate, Vapi, Dist. Valsad, Gujarat-396 195 on Tuesday, 27th August, 2019 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2019, together with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Mr. Lajos Kovacs (DIN 01297326) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Ratification of Remuneration to Cost Auditor**

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

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment hereof, for the time being in force), remuneration of Rs. 2,68,000/- plus applicable taxes and reimbursement of out of pocket expenses (at actuals), as approved by the Board of Directors of the Company, payable to M/s. B.J.D. Nanabhoy & Co., Cost Accountants (Firm Registration No. 0011) Mumbai, conducting the cost audit of the cost accounts maintained by the Company in respect of bulk drugs and formulations for the financial year ended 31st March, 2020, be and is hereby ratified."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

4. **Appointment of Dr. Gabor Gulacsi (DIN: 06975242) as a Non Executive Director, liable to retire by rotation.**

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

"RESOLVED THAT pursuant to the provisions of

Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Dr. Gabor Gulacsi (DIN: 06975242) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 29, 2019, pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation."

5. **Re-appointment of Mr. Hoshang Sinor (DIN: 00074905) as an Independent Director for a second term of three consecutive years, in terms of Section 149 of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Hoshang Sinor (DIN: 00074905), whose term of office expires at this 49th Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of three (3) consecutive years commencing from the conclusion of this 49th Annual General Meeting till the conclusion of the 52nd Annual General Meeting of the Company."

6. **Re-appointment of Mr. Humayun Dhanrajgir (DIN: 00004006) as an Independent Director for a second term of two consecutive years, in terms of Section 149 of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies

Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Humayun Dhanrajgir (DIN: 00004006), whose term of office expires at this 49th Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of two (2) consecutive years commencing from the conclusion of this 49th Annual General Meeting till the conclusion of the 51st Annual General Meeting of the Company.”

7. **Re-appointment of Mr. Vijay Agarwal (DIN: 00058548) as an Independent Director for a second term of four consecutive years, in terms of Section 149 of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vijay Agarwal (DIN: 00058548), whose term of office expires at this 49th Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of four (4) consecutive years commencing from the conclusion of this 49th Annual General Meeting till the conclusion of the 53rd Annual General Meeting of the Company.”

8. **Re-appointment of Mr. Hariharan Subramaniam (DIN: 00162200) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Hariharan Subramaniam (DIN: 00162200), whose term of office expires at this 49th Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of five (5) consecutive years commencing from the conclusion of this 49th Annual General Meeting till the conclusion of the 54th Annual General Meeting of the Company.”

9. **Continuation of Mr. Hoshang Sinor (DIN: 00074905) as an Independent Director of the Company who will be attaining the age of Seventy-five years during second terms.**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of the members be and is hereby accorded for continuation of Directorship beyond the age of 75 years of Mr. Hoshang Sinor (DIN: 00074905), who is proposed to be re-appointed as Independent Director of the Company at this AGM for a second term of three (3) consecutive years commencing from this Annual General Meeting and who will be attaining the age of 75 years during the second term of his Directorship as Independent Director of the Company.”

10. **Restructuring of existing Remuneration payable to Dr. Dinesh S. Patel (DIN: 00033273) as a Whole-Time Director designated as “Executive Vice Chairman”.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolutions passed at the 47th Annual General Meeting of the Company held on 27.09.2017, consent of the Company be and is hereby accorded to restructure the existing remuneration payable to Dr. Dinesh

S. Patel, Whole-Time Director (Designated as “Executive Vice Chairman”) of the Company, w.e.f. 14th February, 2018 on the remuneration, terms and conditions as approved by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice, for the remaining period of his remuneration tenure i.e. upto 13.02.2020.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to pay the remuneration, as set out in the Explanatory Statement annexed to this Notice convening the Annual General Meeting, to Dr. Dinesh S. Patel (DIN: 00033273), as Executive Vice Chairman of the Company for a further period of two years i.e. upto February 13, 2022 i.e. till the date of end of his current appointment tenure.

RESOLVED FURTHER THAT except for the aforesaid restructure in salary/perquisites, all other terms and conditions of his appointment as the Whole-Time Director of the Company, as approved by the resolution passed at the 47th Annual General Meeting of the Company held on 27.09.2017, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Dr. Dinesh S. Patel (DIN: 00033273), Whole-Time Director, including the monetary value thereof, to the extent approved by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and / or its Committee be and is hereby authorised in its absolute discretion to decide/determine, fix and/ or vary/alter/modify within the limit stated above, the remuneration (including Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Dr. Dinesh S. Patel (DIN: 00033273), from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution.”

11. Restructuring of existing Remuneration payable to Mrs. Jayshree D. Patel (DIN: 00033316) as a Whole-Time Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolutions passed at the 47th and 48th Annual General Meeting of the Company held on 27.09.2017 and 07.09.2018, respectively, consent of the Company be and is hereby accorded to restructure the existing remuneration payable to Mrs. Jayshree D. Patel (DIN: 00033316), Whole-Time Director of the Company, w.e.f. 28th March, 2018 on the remuneration, terms and conditions as approved by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice, for the remaining period of her remuneration tenure i.e. upto 27.03.2020.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to pay the remuneration, as set out in the Explanatory Statement annexed to this Notice convening the Annual General Meeting, to Mrs. Jayshree D. Patel (DIN: 00033316), as Whole-Time Director of the Company for a further period of two years i.e. upto March 27, 2022 i.e. till the date of end of her current appointment tenure.

RESOLVED FURTHER THAT except for the aforesaid restructure in salary/perquisites, all other terms and conditions of her appointment as the Whole-Time Director of the Company, as approved by the resolution passed at the 47th and 48th Annual General Meeting of the Company held on 27.09.2017 and 07.09.2018 respectively, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mrs. Jayshree D. Patel (DIN: 00033316), Whole-Time Director, including

the monetary value thereof, to the extent approved by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and / or its Committee be and is hereby authorised in its absolute discretion to decide/determine, fix and/ or vary/alter/modify within the limit stated above, the remuneration (including Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mrs. Jayshree D. Patel (DIN: 00033316), from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution.”

12. **Restructuring of existing Remuneration payable to Dr. Sachin D. Patel (DIN: 00033353) as Managing Director & CEO.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and in partial modification of the relevant resolution passed at the 47th Annual General Meeting of the Company held on 27.09.2017, consent of the Company be and is hereby accorded to restructure the existing remuneration payable to Dr. Sachin D. Patel (DIN: 00033353), Managing Director & CEO of the Company, w.e.f. 14th February, 2018 on the remuneration, terms and conditions as approved by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice, for the remaining period of his remuneration tenure i.e. upto 13.02.2020.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to pay the remuneration, as set out in the Explanatory Statement annexed to this Notice convening the Annual General Meeting, to Dr. Sachin D. Patel

(DIN: 00033353), Managing Director & CEO of the Company for a further period of two years i.e. upto February 13, 2022 i.e. till the date of end of his current appointment tenure.

RESOLVED FURTHER THAT except for the aforesaid restructure in salary/perquisites, all other terms and conditions of his appointment as the Whole-Time Director of the Company, as approved by the resolution passed at the 47th Annual General Meeting of the Company held on 27.09.2017, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Dr. Sachin D. Patel (DIN: 00033353), Managing Director & CEO, including the monetary value thereof, to the extent approved by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and / or its Committee be and is hereby authorised in its absolute discretion to decide/determine, fix and/ or vary/alter/modify within the limit stated above, the remuneration (including Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Dr. Sachin D. Patel (DIN: 00033353), Managing Director & CEO from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution.”

By order of the Board of Directors

SD/-

Sangameshwar Iyer

Company Secretary & Compliance Officer

Membership No. A6818

Place : MUMBAI
Date : 28th May, 2019
Regd. Office : Plot no. 69-A, GIDC Industrial Estate,
Vapi-396 195, Dist. Valsad, (Gujarat).
CIN : L24110GJ1969PLC001590.

NOTES:

A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

1. At the 47th AGM, M/s. R. P. Sardar & Co., Chartered Accountants (Firm Registration No. 109273W) were appointed as Statutory Auditors of the Company for a period of 5 years until the conclusion of the 52nd AGM of the Company. The ratification of their appointment pursuant to Section 139 of the Companies Act, 2013 is not required in terms of notification no. SO 1833(E) dated 7th May, 2018 issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this AGM Notice.
2. The Instrument appointing the Proxy, duly completed, stamped and signed, should reach the Registered Office of the Company not less than forty-eight hours before the time of the Annual General Meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In terms of Section 152 of the Companies Act, 2013, Mr. Lajos Kovacs (DIN 01297326), Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
6. The details of the Directors seeking appointment/reappointment under item nos. 2 and 4 to 9 of this Notice, is annexed hereto in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, 21st August, 2019 to Tuesday, 27th August, 2019 (both days inclusive).
12. Members are informed that there is no dividend amount remaining unclaimed and due for transfer on to the Investor Education and Protection Fund [IEPF] established by the Central Government in terms of the Companies Act, 2013.

The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2010-11, from time to time, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has already transferred all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more) to designated Demat Account of the IEPF Authority maintained with NSDL. Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed form.

13. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Link Intime India Pvt Ltd (Company's Registrar & Share Transfer Agents) and complete their KYC formalities as mandated by law. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

14. **The instructions for shareholders voting electronically are as under:**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on August 24, 2019 at 9:00 am and ends on August 26, 2019 at 5:00 pm. 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) of 16th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

- (ii) Click on Shareholders / Members

- (iii) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 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.

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.

- (v) 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 10 digit sequence number printed in BOLD at TOP RIGHT SIDE of the address sticker affixed on this Annual Report.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (iv).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a 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.
- (xvi) **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.**
- (xvii) **Note for Non – Individual Shareholders and Custodians**
 - a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. 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.
- (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.

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit & Risk Management Committee at its meeting held on 28th May, 2019, the Board has, considered and approved the appointment of M/s. B. J. D. Nanabhoy & Co., Cost Accountants, Mumbai as the cost auditor for the financial year 2019-20 at a remuneration of Rs. 2,68,000/- per annum (plus applicable taxes) and reimbursement of out of pocket expenses, if any, in connection with the Cost Audit.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Directors recommend the above resolution for passing by the shareholders.

Item No. 4:

Pursuant to the provisions of Sections 152, 161(1) and other applicable provisions of the Act read with applicable Rules framed there under and the Articles of Association of the Company, the Board of Directors had, on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Gabor Gulacsi as an Additional Director of the Company with effect from March 29, 2019. The term of office of Dr. Gabor Gulacsi expires at the ensuing Annual General Meeting

Dr. Gabor Gulacsi is an Economist and holds Doctorate in Economic Sciences and well experienced in the field of finance and management and general business administration.

Dr. Gabor Gulacsi is on the Board of Richter Themis Medicare (India) Private Limited.

The Board recommends passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Dr. Gabor Gulacsi as a Director, liable to retire by rotation.

Except Dr. Gabor Gulacsi being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5.

Item No. 5 to 8:

As per the provisions of Section 149, Section 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, the Company had appointed Mr. Hoshang Sinor (DIN: 00074905), Mr. Vijay Agarwal (DIN: 00058548), Mr. Humayun Dhanrajgir (00004006) and Mr. Hariharan Subramaniam (DIN: 00162200) as Independent Directors as per the requirement of the Companies Act, 2013 at the 44th Annual General Meeting of the Company held on September 29, 2014 for a term of 5 years upto ensuing 49th Annual General Meeting of the Company.

Since, Mr. Hoshang Sinor (DIN: 00074905), Mr. Vijay Agarwal (DIN: 00058548), Mr. Humayun Dhanrajgir (00004006) and Mr. Hariharan Subramaniam (DIN: 00162200), Independent Directors of the Company have completed one term, they are further eligible for re-appointment for one more term of upto 5 years.

Based on the performance evaluation of the Directors and keeping in view their experience and expertise, their re-appointment as an Independent Directors of the Company is recommended by the Nomination & Remuneration Committee and Board of Directors of the Company at their respective meeting held on May 28, 2019 for a second term as provided in the resolution, and they shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declarations from Independent Directors confirming that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the said Act for reappointment as Independent Directors.

The brief profile of all Directors seeking appointment/re-appointment is mentioned in the Annexure to the notice under “**Details of Directors seeking appointment/re-appointment**” forming part of this Notice and details of remunerations paid/payable are as provided in the Corporate Governance Report forming part of the Annual Report for 2018-19.

The Board recommends the Resolution as set out in item no. 5 to 8 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than the appointee directors, is in any way concerned or interested in the Resolutions, as set out in item no. 5 to 8 of the Notice.

Item No. 9:

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution is passed to that effect.

Mr. Hoshang Sinor (DIN: 00004006) who is proposed to be reappointed as an Independent Director of the Company for a second term under Item No. 5 of this Notice by way of special resolution, will be attaining the age of 75 years on 5th December, 2019 i.e. during his second term.

Mr. Hoshang Sinor is Ph. D in Economics Science and has wide experience in Banking & Finance at Senior Management Level. The brief profile of Mr. Hoshang Sinor is mentioned in the Annexure to the notice under “**Details of directors seeking appointment/re-appointment**” forming part of this Notice and details of remuneration paid/payable are as provided in the Corporate Governance Report forming part of the Annual Report for 2018-19.

The Board recommends the continuation of Mr. Hoshang Sinor as a Director to the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Hoshang Sinor, is in any way concerned or interested in the Resolution, as set out in item no. 9 of the Notice.

Item No.10 to 12:

The shareholders will recall the resolution passed at the 47th Annual General Meeting (AGM) of the Company held on 27th September, 2017, wherein the members of the Company approved appointment of Dr. Dinesh S. Patel, Whole-Time Director (Designated as “Executive Vice Chairman”, Dr. Sachin D. Patel as Managing Director & CEO and Mrs. Jayshree D. Patel as Whole-Time Director for a period of 5 years with effect from 14th February, 2017, 14th February, 2017 and 28th March, 2017, respectively.

In line with the benefits of Leave Travel Concession and other perquisites extended to the all senior level officers/employees, the Board of Directors at its meeting held on 14th November, 2018, on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal for restructure in the remuneration of Dr. Dinesh S. Patel, Whole-Time Director (Designated as “Executive Vice Chairman”, Dr. Sachin D. Patel as Managing Director & CEO and Mrs. Jayshree D. Patel as Whole-Time Director (Collectively referred to as “Executive Directors”) by restructuring the existing remuneration of Dr. Dinesh S. Patel, Executive Vice Chairman, Dr. Sachin D. Patel, Managing Director & CEO and Mrs. Jayshree D. Patel, Whole-Time Director with effect from 14th February, 2018, 14th February, 2018 and 28th March, 2018, respectively to provide them with the benefits of Leave Travel Concession and other perquisites for the remaining period left in their 3 years remuneration tenure as approved by shareholders and to pay the remuneration for a further period of two years i.e. upto February 13, 2022, February 13, 2022 and March 27, 2022, respectively i.e. till the date of end of their current appointment tenure.

The revised Remuneration payable to Dr. Dinesh S. Patel, Whole-Time Director (Designated as “Executive Vice Chairman”, Dr. Sachin D. Patel as Managing Director & CEO and Mrs. Jayshree D. Patel as Whole-Time Director with effect from with effect from 14th February, 2018, 14th February, 2018 and 28th March, 2018, respectively is as under:

1. **Revised remuneration of Dr. Dinesh S. Patel, Executive Vice Chairman.**
 1. Salary of Rs. **5.25** Lakhs per month.
 2. Any increase in the salary will be decided on a yearly basis, as approved by the

Nomination and Remuneration Committee and the Board of Directors in accordance with provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

In addition to above, he shall be entitled to the following perquisites:

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Contribution, if any, to Gratuity Trust not exceeding half a month's salary for each completed year of service.
3. Provision of Car for use on Company's business.
4. Leave Travel Concession : Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
5. Reimbursement of Club Fees: Subject to maximum of two clubs.
6. Personal Accident Insurance :
"Family means spouse, dependent children and dependant parents
7. Reimbursement of Telephone expenses.
8. Encashment of leave at the end of the tenure.

Reimbursement of following:

1. Electricity, gas, water bill & other utilities
2. Maintenance and other major repairs at residential premises
3. Reimbursement of actual medical expenses including hospitalization for self and family members
4. Family members includes self, spouse and dependent children.

Commission, if any, payable as per the provisions of the Companies Act, 2013 and as determined by the Nomination and Remuneration Committee of the Company from time to time"

2. Revised remuneration of Dr. Sachin D. Patel, Managing Director & CEO

1. Salary of Rs. **4.99** Lakhs per month.
2. Any increase in the salary will be decided on a yearly basis, as approved by the Nomination and Remuneration Committee and the Board of Directors in accordance with provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

In addition to above, he shall be entitled to the following perquisites:

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Contribution, if any, to Gratuity Trust not exceeding half a month's salary for each completed year of service.
3. Provision of Car for use on Company's business.
4. Leave Travel Concession: Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
5. Reimbursement of Club Fees: Subject to maximum of two clubs.
6. Personal Accident Insurance :
Family means spouse, dependent children and dependant parents
7. Reimbursement of Telephone expenses.
8. Encashment of leave at the end of the tenure.

Reimbursement of following:

1. Electricity, gas, water bill & other utilities
2. Maintenance and other major repairs at residential premises
3. Reimbursement of actual medical expenses including hospitalization for self and family members
4. Family members includes self, spouse and dependent children.

Commission, if any, payable as per the provisions of the Companies Act, 2013 and as determined by the Nomination and Remuneration Committee of the Company from time to time”

3. Revised remuneration of Mrs. Jayshree D. Patel, Whole-Time Director

1. Salary of Rs. **3.68** Lakhs per month.
2. Any increase in the salary will be decided on a yearly basis, as approved by the Nomination and Remuneration Committee and the Board of Directors in accordance with provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

In addition to above, he shall be entitled to the following perquisites:

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Contribution, if any, to Gratuity Trust not exceeding half a month's salary for each completed year of service.
3. Provision of Car for use on Company's business.
4. Leave Travel Concession: Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
5. Personal Accident Insurance :
Family means spouse, dependent children and dependant parents
6. Reimbursement of Telephone expenses.
7. Encashment of leave at the end of the tenure.

Reimbursement of following:

1. Electricity, gas, water bill & other utilities
2. Maintenance and other major repairs at residential premises
3. Reimbursement of actual medical expenses including hospitalization for self and family members
4. Family members includes self, spouse and dependent children.

Commission, if any, payable as per the provisions of the Companies Act, 2013 and as determined by the Nomination and Remuneration Committee of the Company from time to time”

Except for the aforesaid revision in salary/perquisites, all other terms and conditions of their appointment as approved earlier, shall remain unchanged.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except Dr. Dinesh S. Patel, Whole-Time Director (Designated as “Executive Vice Chairman”, Dr. Sachin D. Patel as Managing Director & CEO and Mrs. Jayshree D. Patel as Whole-Time Director and their relative, is in any way concerned or interested in the Resolutions, as set out in item no. 10 to 12 of the Notice.

By order of the Board of Directors

SD/-

Sangameshwar Iyer

Company Secretary & Compliance Officer
Membership No. A6818

Place : MUMBAI
Date : 28th May, 2019
Regd. Office : Plot no. 69-A, GIDC Industrial Estate,
Vapi-396 195, Dist. Valsad, (Gujarat).
CIN : L24110GJ1969PLC001590.

Annexure to Items 2, 4, 5, 6, 7 and 8 of the Notice

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Lajos Kovacs	Dr. Gabor Gulacsi
Date of Birth	30/08/1960	08/05/1958
Nationality	Hungary	Hungary
Date of Appointment on the Board	26/03/1997	29/03/2019
Qualifications	Chemical Engineer	Economist, Doctorate in Economic Sciences.
Expertise in specific functional Area	R & D Management & over 35 years of industrial Manufacturing	Financial and Economic decision making
Number of shares held in the Company	Nil	Nil
List of the directorships held in other companies*	Nil	Nil
Number of Board Meetings attended during the year	Nil	Nil
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	<u>Chairman:</u> NIL <u>Member</u> Nil	NIL
Relationships between Directors inter-se	None	None
Remuneration details	Nil	Nil

* Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).

Name of the Director	Mr. Hoshang Sinor	Mr. Humayun Dhanrajgir
Date of Birth	05/12/1944	02/12/1936
Nationality	Indian	Indian
Date of Appointment on the Board	29/09/2003	27/08/2004
Qualifications	B.Com, LLB	B. Tech (Chem Eng.) Loughborough University, U.K.M.I Chem Eng. (London), A.M.P (Harvard)
Expertise in specific functional Area	Mr. H. N. Sinor has been a veteran banker, having spent over four decades in public as well as private sector banks like Union Bank of India, Central Bank of India and ICICI Bank. He was MD and CEO of ICICI Bank and after ICICI's merger with ICICI Bank, became Joint MD until his superannuation. He, thereafter, joined Indian Banks' Association as Chief Executive. Mr. Sinor later joined Association of Mutual Funds in India in a similar capacity. Being a veteran banker, Mr. Sinor has worked on a number of Committees at a policy level during his long career. Mr. Sinor holds Board position as an Independent Director on a few reputed companies. He is also associated with various charitable and other trusts engaged in social activities.	A respected personality in the Pharmaceutical Industry with over 40 years. He has held several senior positions including that of the Managing Director and Vice Chairman of Glaxo India Ltd. in the early 90's. He was the president of OPPI- Organization of Pharmaceutical Producers of India ('90-'92). He also served on the General Committee of the Bombay Chamber of Commerce and Industry and was the Chairman of its Indo-British Business Committee for 2 years. He was also the MD of Lupin Laboratories for 1 year from October 1994 to assist in the company's globalization plans. He was thereafter appointed by Eastman Kodak Company as Managing Director of Kodak India Ltd. for a 5 year term and retired in October 2000.

Name of the Director	Mr. Hoshang Sinor	Mr. Humayun Dhanrajgir
Number of shares held in the Company	667664	Nil
List of the directorships held in other companies*	<ol style="list-style-type: none"> 1. Tata Investment Corporation Limited 2. Cosmo Films Limited 3. Tata Motors Finance Limited 4. TMF Holdings Limited 5. Tata Capital Markets Limited 6. Incred Financial Services Limited 7. Cams Insurance Repository Services Limited 8. Universal Trustees Private Limited 	<ol style="list-style-type: none"> 1. Cadila Healthcare Limited 2. Neuland Laboratories Ltd 3. Emcure Pharmaceuticals Limited 4. Sami Labs Limited
Number of Board Meetings attended during the year	5	4
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	<u>Chairman:</u> <ol style="list-style-type: none"> 1. Tata Investment Corporation Ltd. – Audit Committee 2. Cosmo Films Ltd.–Stakeholders Relationship Committee <u>Member</u> None	<u>Chairman:</u> None <u>Member</u> <ol style="list-style-type: none"> 1. Cadila Healthcare Ltd - Audit Committee 2. Neuland Laboratories Ltd - Audit Committee
Relationships between Directors inter-se	None	None
Remuneration details	Nil	Nil

* Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).

Name of the Director	Mr. Vijay Agarwal	Mr. Hariharan Subramaniam
Date of Birth	29/06/1957	02/02/1959
Nationality	Indian	Indian
Date of Appointment on the Board	27/08/2004	10/02/2014
Qualifications	B. Com. (Hons) F.C. A	B.SC, LLB
Expertise in specific functional Area	He is a Fellow Chartered Accountant of India. He has several years of experience in Tax Advisory Services. He has been in practice for more than 30 years.	An Indian Patent Attorney with over 35 years experience and have been involved in all aspects of IP law including filing, prosecution and enforcement. Have filed patent applications in every country in the world. He was voted No. 1 Patent Attorney by several leading law magazines and was featured in the cover story 'Top 50 IP lawyers you must know in Asia and Pacific' in the March Issue of Asia Law magazine.
Number of shares held in the Company	Nil	Nil

Name of the Director	Mr. Vijay Agarwal	Mr. Hariharan Subramaniam
List of the directorships held in other companies*	1. Gujarat Themis Biosyn Ltd. 2. MEP Infrastructure Developers Limited 3. Birla Machining & Toolings Limited 4. Compuage Infocom Limited 5. Madura Garments Lifestyle Retail Company Limited 6. Aditya Birla Money Mart Limited 7. Aditya Birla Sun Life Pension Management Limited 8. ABNL IT & ITES Limited 9. Aditya Birla Insurance Brokers Limited	Nil
Number of Board Meetings attended during the year	3	1
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	<u>Chairperson:</u> 1. Gujarat Themmis Biosyn Ltd. – Audit Committee <u>Member</u> 1. Gujarat Themis Biosyn Ltd. -Stakeholders Relationship Committee 2. Compuage Infocom Ltd. -Stakeholders Relationship Committee 3. MEP Infrastructure Developers Ltd. – Audit Committee 4. Compuage Infocom Ltd. - Audit Committee 5. Aditya Birla Money Mart Limited – Audit Committee 6. Aditya Birla Sun Life Pension Management Ltd. - Audit Committee 7. ABNL Investment Limited – Audit Committee 8. Aditya Birla Insurance Brokers Limited – Audit Committee	<u>Chairman:</u> None <u>Member</u> None
Relationships between Directors inter-se	None	None
Remuneration details	Nil	Nil
* Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not).		

Annexure to the Explanatory Statement

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting.

(For Item No. 10 to 12).

I. GENERAL INFORMATION

Nature of Industry:- Pharmaceuticals

Date or expected date of commencement of commercial production:-

The Company was incorporated on May 31, 1969 and commenced its business on August 16, 1969.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:- - Not applicable.

Financial performance:-

(Based on Audited published financial statement)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Total Revenue	18,680.04	21,474.20
Less: Expenses	20,133.38	20,534.53
Profit/ (Loss) before tax	(1,453.34)	939.67
Less – Tax Expense	(183.74)	10.18
Profit/ (Loss) after tax	(1,269.60)	929.49
Total Comprehensive Income	(1,274.80)	914.54

Foreign Investments or Collaborators, if any:-

Gedeon Richter Investment Management Ltd., Hungary are the Foreign Collaborators of the Company.

II. INFORMATION ABOUT THE EXECUTIVE DIRECTORS WHOSE REMUNERATION IS PROPOSED TO BE RE-STRUCTURED.

a) **Dr. Dinesh S. Patel, Executive Vice Chairman** (Item No. 10 of the Notice)

1. Background details:-

Dr. Dinesh S. Patel holds Doctorate in Medicinal Chemistry, and has more than 40 years experience in Medicinal and pharmaceutical research, Fermentation Technology & exploitation of new molecules and was in immediate past associated with the Company as Managing Director & CEO. He was re-designated by the Board as Executive Vice Chairman with effect from 14th February, 2017. It is proposed to take approval of members for Restructuring the remuneration payable to Dr. Dinesh S. Patel, Executive Vice Chairman.

2. Past Remuneration:

Details of remuneration paid to Dr. Dinesh S. Patel in previous three financial years is as follows:

Period of payment		Total Remuneration (in Rs.)
From DD/MM/YYYY	To DD/MM/YYYY	
01/04/2016	31/03/2017	82,43,200
01/04/2017	31/03/2018	67,20,000
01/04/2018	31/03/2019	70,99,000

3. Recognition and Awards:-

Past President of Indian Drug Manufacturers Association (IDMA), Past Executive Committee Member of Indian Merchant Chamber and Advisor to Central Drug Research Institute.

4. Job Profile and his suitability:-

At present Dr. Dinesh S. Patel is the Whole-Time Director (Designated as “Executive Vice Chairman”) of the Company. He has also held the position of Managing Director & CEO of the Company in immediate past and prior to that he has also held the position of Chief Executive / Executive Director in the Company since 1983.

5. Remuneration proposed:-

The terms of remuneration are detailed in the Explanatory Statement to Item No. 10 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company profile of the position and person:-

Taking into consideration the size of the company, profile of Dr. Dinesh S. Patel, Executive Vice Chairman, responsibility shouldered on him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

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

Dr. Dinesh S. Patel does not have any other pecuniary relationship with the Company directly or indirectly. Dr. Dinesh S. Patel is a relative of Mrs. Jayshree D. Patel (Spouse), Whole-Time Director, Dr. Sachin D. Patel (Son), Managing Director & CEO and Mrs. Reena S. Patel, Alternate Director (Son’s wife).

b) Mrs. Jayshree D. Patel, Whole-Time Director (Item No. 11 of the Notice)

1. Background details:-

B. A. (Hons.) with Psychology. Actively associated with the day to day affairs of the Group for past 35 years. Managing Director of erstwhile Artemis Biotech Ltd. for 7 years which was merged with the Company. Prior to that more than 15 years as Managing Director of two group private limited companies.

2. Remuneration:-

Details of remuneration paid to Mrs. Jayshree D. Patel in previous two financial years as a Whole-Time Director of the Company is as follows:

Period of payment		Total Remuneration (in Rs.)
From DD/MM/YYYY	To DD/MM/YYYY	
01/04/2017	31/03/2018	45,39,161
01/04/2018	31/03/2019	49,41,728

3. Recognition and Awards:- Nil

4. Job Profile and her suitability:-

Being Managing Director of erstwhile Artemis Biotech Ltd., she has experience of overall Pharma Industry operations. As a Whole Time Director, she is actively involved in day to day affairs of the Company such as financial and administrative operations.

5. Remuneration proposed:-

The terms of remuneration are detailed in the Explanatory Statement to Item No. 11 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company profile of the position and person:-

Taking into consideration the size of the Company, profile of Mrs. Jayshree D. Patel, Whole-Time Director, and responsibility shouldered on her and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in other similar companies.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-

Mrs. Jayshree D. Patel does not have any other pecuniary relationship with the Company directly or indirectly. Mrs. Jayshree D. Patel is a relative of Dr. Dinesh S. Patel (Husband), Executive Vice Chairman, Dr. Sachin D. Patel (Son), Managing Director & CEO and Mrs. Reena S. Patel (Son's wife), Alternate Director.

c) Dr. Sachin D. Patel, Managing Director & CEO (Item No. 12 of the Notice)

1. Background details:-

Conferred with Ph.D. degree in Chemistry by the Board of Graduate Studies, University of Cambridge, U. K. in the year 2000. He was previously associated with the Company as a Whole-Time Director designated as "Deputy Managing Director" and prior to that held the position Director– Business Development.

2. Past Remuneration:-

Details of remuneration paid to Dr. Sachin D. Patel, Managing Director & CEO in previous three financial years is as follows:

Period of payment		Total Remuneration (in Rs.)
From DD/MM/YYYY	To DD/MM/YYYY	
01/04/2016	31/03/2017	75,81,333
01/04/2017	31/03/2018	63,12,000
01/04/2018	31/03/2019	67,01,100

3. Recognition and Awards:-

The Royal Society of Chemistry Price in Analytical Chemistry in the year 1995. Glaxo Wellcome Price in Organic Chemistry in the year 1995 and Nehru Hinduja Fellowship in the year 2000.

4. Job Profile and her suitability:-

Responsible for overall management of the Company and to oversee the Company's affairs in the area of Research activities, co-marketing arrangements for research based products, strengthening Company's marketing activities of formulation products in India as well as new business developments in India and abroad for Active Pharmaceutical Ingredients and formulations.

5. Remuneration proposed:-

The terms of remuneration are detailed in the Explanatory Statement to Item No. 12 of this Notice.

6. Comparative remuneration profile with respect to industry, size of the company profile of the position and person:-

Taking into consideration the size of the Company, profile of Dr. Sachin D. Patel, Managing Director & CEO, responsibility shouldered on him and the industry standard, the remuneration proposed is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:-

Dr. Sachin D. Patel, Managing Director & CEO does not have any other pecuniary relationship with the Company directly or indirectly. Dr. Sachin D. Patel is a relative of Dr. Dinesh S. Patel (Father), Executive Vice Chairman, Mrs. Jayshree D. Patel (Mother), Whole-Time Director and Mrs. Reena S. Patel (Spouse), Alternate Director.

III. OTHER INFORMATION

Reasons of loss or inadequate profits: -

The loss during the year under review is mainly on account of stoppage of supplies of a key product of the Company since July, 2018 arising out of a regulatory order followed by a related ongoing litigation and increase in the litigation expenses due to the said litigation.

Steps taken or proposed to be taken for improvement:-

The Company has taken steps for improvement of sales/profitability for the FY 2019-20 and subsequent years. As a part of improvement, the following are the major steps taken by the Company:

- Efforts are made for achieving sales target by trade and other divisions of the Company.
- The Company has now acquired pan India presence and registered with agencies such as ESIC for supply of researched products.
- The Company has also registered itself with many countries for marketing its products and has received positive response from new markets.

Expected increase in productivity and profits in measurable terms:-

The Company has realigned its field force for its Pharma division with a view to achieving greater efficiency. As regards the Critical care Division of the Company, the Company has introduced many more anesthetic injections and pain relieving injections. The Company has received good response from various doctors and hospitals.

Also in pharma division of the Company, the anti malarial and other tablets and injections are getting good responses from various doctors. So the Company is expecting healthy growth during the FY 2019-20 in Company's trade activity.

Further, the Company is very conscious about improvement in productivity and undertakes constant measures to improve it. With the above mentioned steps and measures taken from time to time in respect of product development, new product introduction in the market, capacity improvement, new market tapping in India and overseas countries as well as measures of cost reduction being undertaken on a continuous basis. The management feels that the productivity and the profitability of the Company will improve significantly over a period of time in the years to come.

DISCLOSURES

All the relevant information required to be disclosed in the Board of Directors' Report under the heading "Report on Corporate Governance" attached to the Annual Report will be disclosed as and when required.