

### **IND-SWIFT LABORATORIES LIMITED**

REGISTERED OFFICE: SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA, CHANDIGARH-160101

Phones :++91-172-2730503, 2730920, Fax:++91-172-2730504,2736924 E-mail : <u>investor@indswiftlabs.com</u> Website:www.indswiftlabs.com

CIN: L24232CH1995PLC015553

#### NOTICE

**NOTICE** is hereby given that an **Extra-ordinary General Meeting** of the Members of Ind-Swift Laboratories Limited will be held on Wednesday, the 28<sup>th</sup> Day of March, 2018 at 10:00 A.M. at PHD Chamber of Commerce and Industry, PHD House, Sector-31-A, Chandigarh-160031, to transact the following business:

### **Special Business**

Item No. 1

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

"RESOLVED THAT consent of the members be and is hereby accorded, in accordance with Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Articles of Association of the Company, to borrow any sum or sums of money, in Indian Rupees and/ or in any foreign currency from time to time, at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) by a sum upto Rs. 1500 crores (Rupees One thousand Five hundred crore) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment security or otherwise as they may think fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution."

#### Item No. 2

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

"RESOLVED THAT the consent of the Company be and is hereby granted in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s)/Trustee(s), for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully / partly Convertible Debentures and / or Non Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, as may be amended from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board / Committee be and is hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as

#### Item No. 3

To approve issue and allotment of Non-Convertible Debentures and other debt securities on private placement basis and, in this regard, 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 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or reenactments(s) thereof, for the time being in force) read with the rules made thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be amended from time to time, and pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable guidelines or regulations issued by the Securities and Exchange Board of India, the provision of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any statutory and/or other appropriate authority, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any of the existing Committees of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured Redeemable, Non-Convertible, Debentures including but not limited to subordinate debt, bonds, and/or other debt securities, etc., (hereinafter collectively referred as "Securities") on a private placement basis, in one or more tranches, during the period of one year from the date of passing of this Special Resolution by the Members, within the overall borrowing limit of Rs.1,500 crore (Rupees One Thousand Five Hundred Crore only), as approved by the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing Resolution, the Board be and is hereby authorized to determine the terms of the issue including the class of investors to whom such Securities to be issued, total amount to be raised by issuance of Securities, Securities to be offered, the number of Securities, timing of the issue, tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any of its Committees, Director(s) and/ or Officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable."

#### ITEM NO. 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 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014 and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the re-appointment of Sh. N.R. Munjal (DIN 00015096), as Whole Time Director designated as Vice-Chairman cum Managing Director, not liable to retire by rotation for a period of five years with effect from 23rd March, 2018 upto 22nd March, 2023 with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his appointment in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 as may be agreed to by and between the Board and Sh. N.R. Munjal.

**RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorised to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

#### ITEM NO. 5

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 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014, subject to the approval of the Central Government and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the payment of remuneration to Sh. N.R. Munjal (DIN 00015096), as Whole Time Director designated as Vice-Chairman cum Managing Director, for a period of three years with effect from 23rd March, 2018 upto 22nd March, 2021 as set out in the explanatory statement annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Sh. N R Munjal.

**RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

#### ITEM NO. 6

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 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014 and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the re-appointment of Sh. Himanshu Jain (DIN 00014533), as Whole Time Director Designated as Jt. Managing Director, not liable to retire by rotation for a period of five years with effect from 23rd March, 2018 upto 22nd March, 2023 with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his appointment in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 as may be agreed to by and between the Board and Sh. Himanshu Jain.

**RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorised to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

#### ITEM NO. 7

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 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014, subject to the approval of the Central Government and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the payment of remuneration to Sh. Himanshu Jain (DIN 00014533), as Whole Time Director Designated as Jt. Managing Director, for a period of three years with effect from 23rd March, 2018 upto 22nd March, 2021 as set out in the explanatory statement annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Sh. Himanshu Jain.

**RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

#### ITEM NO. 8

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 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014 and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the re-appointment of Sh. Rishav Mehta (DIN 03028663), as Whole Time Director, liable to retire by rotation for a period of five years with effect from 23rd March, 2018 upto 22nd March, 2023 with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his appointment in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 as may be agreed to by and between the Board and Sh. Rishav Mehta.

**RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorised to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

### ITEM NO. 9

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 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014, subject to the approval of the Central Government and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the payment of remuneration to Sh. Rishav Mehta (DIN 03028663), as Whole Time Director, for a period of three years with effect from 23rd March, 2018 upto 22nd March, 2021 as set out in the explanatory statement annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Sh. Rishav Mehta.

**RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

Place: Chandigarh Date: 06.03.2018

By Order of the Board

Sd/Pardeep Verma
AVP-Corporate Affairs &
Company secretary

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

#### Item No. 1 & 2

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder the Board of Directors of a Company shall not, except with the consent of the Company/shareholders obtained by Special Resolution, borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves.

In view of the Companies Amendment Act ,2017 a similar approval is required to be obtained from the Shareholders through e-voting under Section 180 (1) (a) for the creation of security / charge / mortgage for securing the said borrowings obtained by the Company as per the limits approved by the members under Section 180 (1)(c) .

The resolution at item No. 1 & 2 are proposed in compliance to the Companies Act,2013 as amended from time to time and Rules framed thereunder to obtain shareholders approval to borrow upto a sum of Rs. 1500 crores ( fifteen Hundred Crores ) and to create security upto that limit .

The Members had already granted a similar approval earlier in their 19<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> day of September, 2014, whereby they authorised the Board to borrow upto 1500 crores (Rupees One thousand Five Hundred Crores). However a fresh approval is being sought from the Members, in view of the amendment in related provisions of the Companies Act, 2013, which became applicable w.e.f 9<sup>th</sup> February, 2018.

The Board of Directors accordingly recommend the Special Resolutions set out at Item Nos. 1 and 2 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity holdings in the Company.

### Item No. 3

The Company to meet its funding requirements, has been borrowing money in the past from banks and financial institutions mainly by way of Term Loan and working capital facilities. To settle the existing debt of the Banks and financial institutions the Company intends to borrow by issuing Non-

Convertible Debentures or other debt securities on private placement basis within the overall borrowing limit of the Company.

As per the provisions of Section 42 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, a company offering or making an invitation to subscribe to Secured/ Unsecured Redeemable NCDs on a private placement basis is required to obtain prior approval of the Members of the Company by way of a Special Resolution. Such a Special Resolution would remain valid for a period of one year for all the offers and invitations for such NCDs to be made during the year.

It is proposed to offer or invite subscriptions for NCDs including subordinate debts, bonds, and/ or other debt securities, etc., on a private placement basis, in one or more tranches, within the overall borrowing limits of the Company with an authority to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) to determine the terms and conditions, including the issue price of the NCDs, interest rate, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in their absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and its rules thereunder.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution, except to the extent of equity shares/ stock options of the Company held by them.

The Board of Directors accordingly recommends the Special Resolution for the approval of the Members.

### Item No. 4 and 5

Sh. N.R. Munjal was re-appointed as the Vice-Chairman cum Managing Director of the Company by the shareholders of the Company in the 19<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014. The current term of office of Sh. N.R. Munjal as the Vice-Chairman cum Managing Director of the Company is going to expire on 22nd March, 2018.

Keeping in view the exceptional services rendered by Mr. N R Munjal as Vice Chairman cum Managing Director, it is proposed that Sh. N.R. Munjal be re-appointed as the Vice Chairman Cum Managing Director of the Company for a period of next five years w.e.f. 23rd March, 2018. The Nomination and Remuneration Committee and Board of Directors have approved/recommended

the reappointment of Sh. N.R. Munjal as Vice-Chairman cum Managing Director for a period of five years from 23rd March, 2018 to 22nd March, 2023.

The Nomination and Remuneration Committee and Board of Directors have approved/recommended payment of same remuneration as he is drawing currently for a further period of three years with effect from 23rd March, 2018 to 22nd March, 2021, in case company has no profits in any financial year. The details of remuneration payable to Sh. N R Munjal is as under:

#### A. REMUNERATION

a. Salary: 15,00,000/- per month

#### B. Perquisites and allowances

- 1. Fully furnished rent free accommodation/ House.
- 2. Medical Reimbursement Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
- 3. Leave Travel Assistance Once a year for self & family as per rules of the Company.
- 4. Insurance Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
- 5. Club fees Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
- 6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund As per rules of the Company.
- 7. Gratuity Upto half a month's salary for each completed year of service.
- 8. Leave encashment As per rules of the Company but not exceeding one month's leave for every 11 months of service
- 9. Conveyance The Company shall provide one fully insured cars with driver and reimbursement of the operational expenses.
- 10. Telephone, Telefax and other communication facilities.
- 11. Security The Company shall provide for round the clock security at the Director's residence.
- 12. Pension: The appointee or his nominees shall be entitled to receive 50% of the last drawn salary as pension in case of superannuation or in case of death during the tenure of appointment.

### **B. OTHER TERMS**

- 1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.
- 2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.

The above mentioned remuneration payable to Mr. N.R. Munjal, would be subject to necessary approvals/compliances as prescribed under Schedule V read with relevant provisions of Companies

Act, 2013, from the Central Government or Secured Creditors (as may be applicable). The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at item no.4 and 5 is annexed hereto as **Annexure-A.** 

The said remuneration to Mr. N.R. Munjal is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Vice-Chairman cum Managing Director of the Company. The Board recommends acceptance of the resolution.

This may also be considered and treated as Abstract and Memorandum setting out terms of contract of service under Section 190 of the Companies Act, 2013.

None of the Directors of the Company, except Mr. N.R. Munjal and Dr. G. Munjal, Directors who are related to each other, is interested in Resolution no. 4 and 5.

### Item no. 6 and 7

Sh. Himanshu Jain was re-appointed as the Jt. Managing Director of the Company by the shareholders of the Company in the 19<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014. The current term of office of Sh. Himanshu Jain as the Jt. Managing Director of the Company is going to expire on 22nd March, 2018.

Keeping in view the exceptional services rendered by Mr. Himanshu Jain as Jt. Managing Director, it is proposed that Sh. Mr. Himanshu Jain be re-appointed as the Jt. Managing Director of the Company for a period of next five years w.e.f. 23rd March, 2018. The Nomination and Remuneration Committee and Board of Directors have approved/recommended the reappointment of Sh. Mr. Himanshu Jain as Jt. Managing Director for a period of five years from 23rd March, 2018 to 22nd March, 2023.

The Nomination and Remuneration Committee and Board of Directors have approved/recommended payment of same remuneration as he is drawing currently for a further period of three years with effect from 23rd March, 2018 to 22nd March, 2021, in case company has no profits in any financial year. The details of remuneration payable to Sh. Mr. Himanshu Jain is as under:

### A. REMUNERATION

a. Salary: 15,00,000/- per month

#### b. Perquisites and allowances

- 1. Fully furnished rent free accommodation/ House.
- 2. Medical Reimbursement Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
- 3. Leave Travel Assistance Once a year for self & family as per rules of the Company.

- 4. Insurance Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
- 5. Club fees Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
- 6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund As per rules of the Company.
- 7. Gratuity Upto half a month's salary for each completed year of service.
  - 8. Leave encashment As per rules of the Company but not exceeding one month's leave for every 11 months of service
- 9. Conveyance The Company shall provide one fully insured cars with driver and reimbursement of the operational expenses.
- 10. Telephone, Telefax and other communication facilities.
- 11. Security The Company shall provide for round the clock security at the Director's residence.
- 12. Pension: The appointee or his nominees shall be entitled to receive 50% of the last drawn salary as pension in case of superannuation or in case of death during the tenure of appointment.

#### **B. OTHER TERMS**

- 1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.
- 2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.

The above mentioned remuneration payable to Sh. Himanshu Jain, would be subject to necessary approvals/compliances as prescribed under Schedule V read with relevant provisions of Companies Act, 2013, from the Central Government or Secured Creditors (as may be applicable). The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at item no. 6 and 7 is annexed hereto as Annexure-A.

The said remuneration to Sh. Himanshu Jain is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Jt. Managing Director of the Company. The Board recommends acceptance of the resolution.

This may also be considered and treated as Abstract and Memorandum setting out terms of contract of service under Section 190 of the Companies Act, 2013.

None of the Directors of the Company is interested in the Resolution no. 6 and 7.

### Item no. 8 and 9

Sh. Rishav Mehta was re-appointed as an Executive Director of the Company by the shareholders of the Company in the 19<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014.

The current term of office of Sh. Rishav Mehta as Executive Director of the Company is going to expire on 22nd March, 2018.

Keeping in view the exceptional services rendered by Sh. Rishav Mehta as Executive Director, it is proposed that Sh. Rishav Mehta be re-appointed as an Executive Director of the Company for a period of next five years w.e.f. 23rd March, 2018. The Nomination and Remuneration Committee and Board of Directors have approved/recommended the reappointment of Sh. Rishav Mehta as Executive Director for a period of five years from 23rd March, 2018 to 22nd March, 2023.

The Nomination and Remuneration Committee and Board of Directors have approved/recommended payment of same remuneration as he is drawing currently for a further period of three years from 23rd March, 2018 to 22nd March, 2021, in case company has no profits in any financial year. The details of remuneration payable to Sh. Rishav Mehta are as under:

#### A. REMUNERATION

a. Salary: Rs.4,00,000/- per month

### b. Perquisites and allowances

- 1. Fully furnished rent free accommodation/ House.
- 2. Medical Reimbursement Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
- 3. Leave Travel Assistance Once a year for self & family as per rules of the Company.
- 4. Insurance Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
- 5. Club fees Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
- 6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund As per rules of the Company.
- 7. Gratuity Upto half a month's salary for each completed year of service.
- 8. Leave encashment As per rules of the Company but not exceeding one month's leave for every 11 months of service
- 9. Conveyance The Company shall provide one fully insured cars with driver and reimbursement of the operational expenses.
- 10. Telephone, Telefax and other communication facilities.
- 11. Security The Company shall provide for round the clock security at the Director's residence.
- 12. Pension: The appointee or his nominees shall be entitled to receive 50% of the last drawn salary as pension in case of superannuation or in case of death during the tenure of appointment.

### **B. OTHER TERMS**

1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.

2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.

The above mentioned remuneration payable to Sh. Rishav Mehta, would be subject to necessary approvals/compliances as prescribed under Schedule V read with relevant provisions of Companies Act, 2013, from the Central Government or Secured Creditors (as may be applicable). The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at item no. 8 and 9 is annexed hereto as **Annexure-A.** 

The said remuneration to Sh. Rishav Mehta is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Executive Director of the Company. The Board recommends acceptance of the resolution.

This may also be considered and treated as Abstract and Memorandum setting out terms of contract of service under Section 190 of the Companies Act, 2013.

Sh. S.R. Mehta and Dr. V.R. Mehta, Directors being relatives are interested in the Resolution No. 8 and 9.

Annexure-A

Statement as required under Clause 3 of Section II, Part II of the Schedule V of the Companies Act, 2013 is as follows:

- I. General Information: -
- (1) Nature of Industry: Pharmaceuticals
- (2) Date or expected date of commencement of commercial production: Existing Company, already commenced from 1995.
- (3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Existing Company, not applicable.
- (4) Financial performance based on given indicators:

(Rs. in Lacs)

Sr.	Particulars	Audited	Audited	Audited
No.		Figure for 12	Figure for 12	Figure for 12
		months	months	months
		period ended	period ended	period ended
		31.03.2017	31.03.2016	31.03.2015
1.	Turnover	69561.74	65292.86	66799.06
2.	Profit/(Loss) before tax	(5622.77)	(8313.62)	(14328.54)

3.	Net Profit/(Loss)	(3975.15)	(5886.11)	(11916.34)
4.	Paid-up Share Capital	4473.91	4096.32	4096.32
5.	Reserves & Surplus (Excluding Revaluation Reserve)	18372.12	18887.79	23257.99

(5) Foreign Investment or Collaborations, if any: Nil

## II. (a) Information about the Appointee Mr. N.R. Munjal

### 1. Background details:

Mr. N.R. Munjal, Vice-Chairman cum Managing Director is a key part of the 31 years old Ind-Swift Group and more than 30 years of vast experience in the area of long term strategy formulation, leading and monitoring the senior management in implementation of Business plans for the company, Exploring new and innovative avenues for business growth of the group, Mentoring and ensuring the setting up of a conducive culture for the Company.

#### 2. Past Remuneration:

Financial Years	Amount (In	
	Lacs)	
2016-17	180.00	
2015-16	180.00	
2014-15	180.00	

### 3. Recognition or awards:

- Member of CII National Committee on Pharmaceuticals 2017-18
- Ex-Chairman of Pharmaceuticals Export Promotion Council (PHARMEXCIL); a statutory body set up by the Ministry of Commerce & Industry, Govt. of India; for promoting the Exports of Indian Pharmaceutical Industries.
- Ex-President of Indian Drugs Manufacturers' Association (IDMA), a premier National Association of the Indian Pharmaceutical Industry.
- He was Vice President (North) of Bulk Drugs Manufacturers Association, an autonomous body set up to deal with the day-to-day affairs of its members with different Government agencies.
- He was Co-Chair of the Pharma Committee Federation of Indian Chambers of Commerce and Industry (FICCI), New Delhi

- Ex-Member of the Managing Committee Federation of Indian Export Organization (FIEO)
- Ex-Member of Board of Trade (BOT), Ministry of Commerce & Industry, Government of India.
- Ex-Member of Board of Governors of National Institute of Pharmaceutical Education and Research (NIPER), S.A.S. Nagar Mohali.

Apart from the above, Mr. Munjal has also received number of awards for his contribution towards the pharmaceutical industry. Few of the major awards received by him are as under: -

- Udyog Ratna Award presented by Sh. Virbhadra Singh, the then Chief Minister of Himachal Pradesh for his valuable contribution to the Economic Development of Himachal Pradesh in the year 2005.
- Udyog Rattan Award presented by the Institute of Economic Studies for his contribution towards industrial development in the year 2009.
- Award presented by Indian Drug Manufacturer's Association, Tamil Nadu State Board for his dedicated contribution to the Indian Pharmaceutical Industry in the year 2010.
- Lifetime Achievement Award 2012 presented on 5<sup>th</sup> Annual Pharmaceutical Leadership Summit & Business Leadership Awards 2012 by Sh. Satya Brahma, the then Chairman and Editor-in-Chief, Pharmaleaders and Sh. K. Shankaranarayanan, the then Hon. Governor of Maharashtra for his outstanding and remarkable achievement in business leadership in the year 2012.

### 4. Job profile and his suitability:

Mr. N.R. Munjal, Vice-Chairman cum Managing Director has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors. The Company has made enormous progress under the stewardship of Mr. N.R. Munjal, who has the vast management experience to handle diverse nature of businesses of the Company and the vision to take the business forward. He has been instrumental in taking various strategic and key decisions which strengthened and broadened the area of operations of the Company and eventually brightened the future growth prospects of the company.

- 5. **Remuneration proposed**: As stated in the Explanatory Statement at Item No.5 of the Notice.
- 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Remuneration as proposed of Mr. N.R. Munjal is comparable to that drawn by the peers in the similar capacity in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses
- 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. N.R. Munjal is a Promoter-Director, related with Dr. Gopal

Munjal (Director) and holds 9,20,724 equity shares of Re.10/- each representing 2.03% of the total paid-up capital of the Company.

### b) Information about the Appointee Mr. Himanshu Jain

### 1. Background details:

Mr. Himanshu Jain, Jt. Managing Director, Ind-Swift Laboratories Ltd. is having Thirteen years experience in pharmaceutical industry and project planning & control and taking care of all long term strategy in finance and accounts.

#### 2. Past Remuneration:

Financial Years	Amount (in Lacs)
2016-17	180.00
2015-16	180.00
2014-15	180.00

3. Recognition or awards: Nil

- **4. Job profile and his suitability**: Mr. Himanshu Jain, Jt. Managing Director has been entrusted with substantial powers of the management of the business and affairs of the Company. The Company has been substantially benefitted by his professional knowledge and managerial expertise and has made enormous progress. Mr. Himanshu Jain plays a major role in providing thought leadership and strategic inputs to the Company.
- **5. Remuneration proposed**: As stated in the Explanatory Statement at Item No.7 of the Notice.
- 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Revised remuneration as proposed of Mr. Himanshu Jain is comparable to that drawn by the peers in the similar capacity in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses
- **7.** Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Himanshu Jain is a Promoter-Director, holding 4,06,961 equity shares of Re.10/- each representing 0.90% of the total paid-up capital of the Company.

### c) Information about the Appointee Mr. Rishav Mehta

### 1. Background details:

Mr. Rishav Mehta, Executive Director, Ind-Swift Laboratories Ltd. is having over eight years of experience in pharmaceutical industry, project planning & control. He is playing active role in production management and development of new generic products.

#### 2. Past Remuneration:

Financial Years	Amount (in Lacs)
2016-17	48.00
2015-16	48.00
2014-15	48.00

### 3. Recognition or awards: Nil

- 4. **Job profile and his suitability:** Subject to the supervision and control of the Board of Directors, Mr. Rishav Mehta is playing active role in production management and development of new generic products. He looks after efficient running of the plants, production planning, control expansion development activities, timely completion of the projects and general administration of the plant. Mr. Rishav Mehta is instrumental in the development of the Company and for maintaining cordial atmosphere and relationship in the factories.
- 5. **Remuneration proposed:** As stated in the Explanatory Statement at Item No.9 of the Notice.
- 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Revised remuneration as proposed of Mr. Rishav Mehta is comparable to that drawn by the peers in the similar capacity in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses.
- 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Rishav Mehta is a Promoter-Director of the Company and related to Shri S.R. Mehta (Director) & Dr. V.R. Mehta (Director) and holds 4,54,545 equity shares of Rs.10/- each representing 1.00% of the total paid-up capital of the Company.

### III. Other information:

- 1. Reasons of loss or inadequate profits: During the financial year 2016-17, the turnover and profitability of the Company has declined, mainly due to:-
  - Continuing loss since 2013-14 caused due to fire at one of the Associates Manufacturing facility.
  - Company went to CDR, due to which the availability of additional financial facilities became difficult, hampering the normal business of the Company
  - Losses from the Trading and Menthol Activities.
- 2. Steps taken or proposed to be taken for improvement:

- Production of key intermediates in-house
- Developing high margin products
- Entering new territory, increasing the sales.
- Focusing on the API business with the launching of the 4-5 news products in regulated and soft regulated markets

### 3. Expected increase in productivity and profits in measurable terms:

In view of the facts stated above it is difficult to forecast the productivity and profitability in measureable terms. However the company expects that the productivity and profitability may improve and would be comparable with the industry average.

#### IV. Disclosures:

- 1. Remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above.
- 2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the Annual Report: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.

Place: Chandigarh Date: 06.03.2018

By Order of the Board
Sd/Pardeep Verma
AVP-Corporate Affairs &
Company Secretary

#### NOTES: -

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in 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 carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.
- 3. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.

- 4. Duplicate attendance slip shall not be issued at the Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Meeting.
- 5. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Meeting.
- 6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
- 7. As a measure of economy, copies of the Notice of the Extra Ordinary General Meeting will not be distributed at the venue of the Meeting. The Members are, therefore requested to bring their copies of the Notice to the meeting. Those members who have not received copies of Notice can collect their copies from the Corporate/ Registered Office of the Company.
- 8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 1 to 9 is annexed hereto.
- 9. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company Secretary at the registered office address.
- 10. All documents referred to in the accompanying notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 1.00 P.M. except holidays up to the date of the Meeting.
- 11. Attention of members is hereby invited towards provisions of Section 188 (1) of the Companies Act 2013 wherein under second proviso thereto, no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.
- 12. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode.
- 13. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cut off date 21<sup>st</sup> March, 2018 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting is also enclosed.

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25<sup>th</sup> March, 2018 (10.00 a.m.) and ends on 27th March, 2018 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st March, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website <u>www.evotingindia.com</u>.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to <a href="www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

	<ul> <li>Members who have not updated their PAN with the Company/Depository</li> </ul>			
	Participant are requested to use the sequence number which is printed on Postal Ballo			
	/ Attendance Slip indicated in the PAN field.			
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in			
Details	your demat account or in the company records in order to login.			
<b>OR</b> Date of	• If both the details are not recorded with the depository or company please			
Birth (DOB)	enter the member id / folio number in the Dividend Bank details field as mentioned in			
	instruction (iv).			

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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.
- (xix) 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.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.
  - After receiving the login details by custodian 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. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(S).
  - 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.
  - 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.

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 <a href="www.evotingindia.com">www.evotingindia.com</a>, under help section or write an email to <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call 18002005533.

# **ATTENDANCE SLIP**



# **IND-SWIFT LABORATORIES LIMITED**

Regd Off: SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA, CHANDIGARH-160101 CIN NO: L24232CH1995PLC015553

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL Joint Shareholders may obtain additional Slip at the Venue of the meeting.

DP Id*			Folio No.		
Client Id*			No. of Shares		
NAME AND ADI SHAREHOLDEF					
correspondence			J	all future Company's	
Shareholder(s)	Signature				
on Wednesda	•	10:00 AM at		ETING of the Company hel Commerce and Industry	
*Applicable for inv	estor holding shares in elec	ctronic form.		Signature of Shareholder	<u>-</u> /
				LL BE ALLOWED ONLY OF	1

# **PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



# **IND-SWIFT LABORATORIES LIMITED**

Regd Off: SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA, CHANDIGARH-160101 CIN NO: L24232CH1995PLC015553

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL Joint Shareholders may obtain additional Slip at the Venue of the meeting.

Name of the		e-mail ld:	
member(s):		Folio No/*Client Id:	
		*DP Id:	
Registered address:		-	
· · · · · · · · · · · · · · · · · · ·			
I/We, being the member(s	) of	shares of Ind Swift I	_aboratories Limited,
hereby appoint:			
1)o	f	having e-mail id	or
failing him			
2)o	f	having e-mail id	or
failing him		<b>G</b>	
3)o	f	having e-mail id	
and whose signature(s) a			
me/us and on my/our beh	• •		,
held on <b>Wednesday</b> , <b>M</b>			
Industry, PHD House, S	•		
• •	•	•	aujournment thereof in
respect of such resolution	s as are indicated below		

S.No.	Resolutions
	Special Business
1.	Approval of Borrowing limits of the Company.
2.	Approval of Creation of Charge / Mortgage on assets of the Company.
3.	Approval of Issuance of Non-Convertible Debentures and other debt securities
4.	Approval of Re-appointment of Sh. N.R. Munjal (DIN 00015096), a Whole Time Director designated as Vice-Chairman cum Managing Director, not liable to retire by rotation
5.	Approval of payment of remuneration to Sh. N.R. Munjal (DIN 00015096), a Whole Time Director designated as Vice-Chairman cum Managing Director.
6.	Approval of Re-appointment of Sh. Himanshu Jain (DIN 00014533), a Whole Time Director designated as Jt. Managing Director, not liable to retire by rotation
7.	Approval for payment of remuneration to Sh. Himanshu Jain (DIN 00014533), a Whole Time Director designated as Jt. Managing Director
8	Approval of re-appointment of Sh. Rishav Mehta (DIN 03028663), a Whole Time Director liable to retire by rotation
9	Approval for payment of remuneration to Sh. Rishav Mehta (DIN 03028663), a Whole Time Director

Signed thisday of	2018	Signature of	Affix Rs.1.00 Revenue Stamp	
Signature of first proxy holder proxy holder	Signature of sec	cond proxy holder	Signature of	third

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

MEMBERS / PROXY HOLDERS ARE REQUESTED TO BRING THEIR ID PROOFS FOR VERIFICATION. NO REQUESTS FOR ADMISSION WILL BE ENTERTAINED WITHOUT VALID ID PROOF.

Route Map for the Extra Ordinary General Meeting of Ind-Swift Laboratories Limited to be held on Wednesday, the 28<sup>th</sup> Day of March, 2018 at 10:00 A.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031

