



IND-SWIFT LABORATORIES LIMITED

Regd Off: SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA, CHANDIGARH-160101

CIN NO: L24232CH1995PLC015553

NOTICE

NOTICE is hereby given that an **Extra-ordinary General Meeting** of the Members of Ind-Swift Laboratories Limited will be held on Monday, the 11th Day of February, 2019 at 9:30 A.M. at the PHD Chamber of Commerce, PHD House, Sector-31A, Chandigarh -160031, to transact the following businesses:

SPECIAL BUSINESSES

ITEM NO. 1

Approval of members for the waiver of excess remuneration paid to Sh. N R Munjal (DIN 00015096), Vice Chairman & Managing Director of the Company

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

RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), recovery of excess remuneration of Rs. 4.86 Crore (Rupees Four Crore Eighty Sixty Lacs Only), as per the details annexed hereto in the explanatory statement, paid to Sh. N R Munjal, Vice Chairman and Managing Director of the Company for the period from 23rd March, 2015 to 22nd March, 2018, be and is hereby waived.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company. "

ITEM NO. 2

Approval of members for payment of remuneration to Sh. N R Munjal (DIN 00015096), Vice Chairman & Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198, 200, Schedule V and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of resolution no (9) passed at the Company's Twenty Third Annual General Meeting held on September 28, 2018, the remuneration of Sh. N R Munjal, Vice Chairman and Managing Director (DIN: 00015096) of the Company, as detailed below, be and is hereby approved for the period from 23rd March, 2018 to 22nd March, 2021 notwithstanding that such remuneration may exceed the individual/overall limits specified under Section 197 and Schedule V of the Act.

1. Basic Salary	1. Minimum Rs. 15,00,000/- per month Maximum Rs. 25,00,000/- per month
2. 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 car 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.
3. 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.

RESOLVED FURTHER THAT the actual remuneration within the above range as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors, from time to time will be paid to Sh. N. R. Munjal.

RESOLVED FURTHER THAT all other existing terms and conditions of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary the terms and conditions of the appointment of Sh. N R Munjal including his remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

ITEM NO. 3

Approval of members for the waiver of excess remuneration paid to Sh. Himanshu Jain (DIN 00014533), Joint Managing Director of the Company

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

RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), recovery of excess remuneration of Rs. 4.86 Crore (Rupees Four Crore Eighty Sixty Lacs Only), as per the details annexed hereto in the explanatory statement, paid to Sh. Himanshu Jain, Joint Managing Director of the Company for the period from 23rd March, 2015 to 22nd March, 2018, be and is hereby waived.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

ITEM No. 4

Approval of members for payment of remuneration to Sh. Himanshu Jain (DIN 00014533), Joint Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198, 200, Schedule V and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of resolution no (10) passed at the Company's Twenty Third Annual General Meeting held on September 28, 2018, the remuneration of Sh. Himanshu Jain, Joint Managing Director (DIN: 00014533) of the Company, as detailed below, be and is hereby approved for the period from 23rd March, 2018 to 22nd March, 2021 notwithstanding that such remuneration may exceed the individual/overall limits specified under Section 197 and Schedule V of the Act.

1. Basic Salary	1. Minimum Rs. 15,00,000/- per month Maximum Rs. 25,00,000/- per month
2. 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 car 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.
3. Other terms	<ol style="list-style-type: none"> 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.

RESOLVED FURTHER THAT the actual remuneration within the above range as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors, from time to time will be paid to Sh. Himanshu Jain.

RESOLVED FURTHER THAT all other existing terms and conditions of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary the terms and conditions of the appointment of Sh. Himanshu Jain including his remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company.”

ITEM NO. 5

Approval of members for the waiver of excess remuneration paid to Sh. Rishav Mehta (DIN 03028663), Executive Director of the Company

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

RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), recovery of excess remuneration of Rs. 1.44 Crore (Rupees one Crore Forty Four Lacs Only), as per the details annexed hereto in the explanatory statement, paid to Sh. Rishav Mehta, Executive Director of the Company for the period from 23rd March, 2015 to 22nd March, 2018, be and is hereby waived.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

ITEM NO. 6

Approval of members for payment of remuneration to Sh. Rishav Mehta (DIN 03028663), Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198, 200, Schedule V and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of resolution no (11) passed at the Company's Twenty Third Annual General Meeting held on September 28, 2018, the remuneration of Sh. Rishav Mehta, Executive Director (DIN: 03028663) of the Company, as detailed below, be and is hereby approved for the period from 23rd March, 2018 to 22nd March, 2021 notwithstanding that such remuneration may exceed the individual/overall limits specified under Section 197 and Schedule V of the Act.

1. Basic Salary	1. Minimum Rs. 4,00,000/- per month Maximum Rs. 20,00,000/- per month
2. 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

	<p>9. Conveyance - The Company shall provide one fully insured car with driver and reimbursement of the operational expenses.</p> <p>10. Telephone, Telefax and other communication facilities.</p> <p>11. Security- The Company shall provide for round the clock security at the Director's residence.</p> <p>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.</p>
3. Other terms	<p>1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.</p> <p>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.</p>

RESOLVED FURTHER THAT the actual remuneration within the above range as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors, from time to time will be paid to Sh. Rishav Mehta.

RESOLVED FURTHER THAT all other existing terms and conditions of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary the terms and conditions of the appointment of Sh. Rishav Mehta including his remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company."

Place: Chandigarh

Date: 16.01.2019

By Order of the Board

Sd/-

Pardeep Verma
AVP-Corporate Affairs &
Company secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice

Item No. 1 & 2

Sh. N R Munjal was appointed as Vice Chairman & Managing Director of the Company by the members of the Company in their 19th Annual General Meeting held on 30th September, 2014 for a period of 3 years from 23rd March, 2015 to 22nd March, 2018. The remuneration for the period was also approved by the members of the Company in the same Annual General Meeting. The remuneration approved by the members was as follows:-

1. Basic Salary	1. Rs. 15,00,000/- per month
2. Perquisites and Allowances	<ol style="list-style-type: none"> 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. 4. Leave Travel Assistance - Once a year for self & family as per rules of the Company. 5. Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board. 6. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee. 7. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company. 8. Gratuity - Upto half a month's salary for each completed year of service. 9. Leave encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service 10. Conveyance - The Company shall provide one fully insured car with driver and reimbursement of the operational expenses. 11. Telephone, Telefax and other communication facilities. 12. 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.
3. Other terms	<ol style="list-style-type: none"> 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.
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Due to inadequacy of profits and defaults of the banks/financial institutions, the remuneration paid during the above said period was in excess of the limits prescribed under Schedule V of the Companies Act, 2013 ("Act").

In accordance with the then existing provisions of Section 197 and other applicable provisions of the Act, the Company filed E-Form MR-2 with the Ministry of Company Affairs ("MCA") seeking the approval of the Central Government for the payment of remuneration to Sh. N R Munjal for the period 23rd March, 2015 to 22nd March, 2018, in excess of the limits prescribed under the Act. The said application was disposed off by the MCA by granting approval for the payment of only a part of the proposed remuneration to Sh. N.R. Munjal, viz. Rs. 18 lacs per year. The Company refiled the application in E-Form MR-2 with the MCA along with detailed explanations, seeking approval for the full waiver of the remuneration paid to Sh. N R Munjal in excess of the limits prescribed under the provisions of Schedule V to the Act.

Pursuant to the recent amendment to the Act introduced by the Companies (Amendment) Act, 2017, with effect from September 12, 2018, any application previously made by a company to the Central Government under the provisions of Section 197 and which is pending with the Government shall abate on September 12, 2018 and the company is required to obtain the approval of the members by way of a special resolution in accordance with the revised provisions of Section 197 within one year of the commencement of the corresponding amendment namely by September 11, 2019. The Company is also in receipt of communication from the Ministry of Corporate Affairs, Government of India that the application pending with them has abated in terms of the amended provisions of Section 197. Accordingly, approval of the members is now sought for the resolution at Item No. 1 for waiver for recovery and approval of the excess remuneration paid to Sh. N R Munjal in respect of the period from 23rd March, 2015 to 22nd March, 2018.

Further certain amendments have been carried out interalia to Sections 196 to 198 and Schedule V of the Companies Act, 2013 ("Act") by way of the Companies (Amendment) Act, 2017, which are effective from September 12, 2018 ("Amendments") relating to the remuneration payable to all the Directors by a company. The remuneration currently being paid to Sh. N R Munjal, Vice Chairman and Managing Director of the Company as previously approved by the members of the Company at the 23rd Annual General Meeting of the Company held on September 28, 2018, as per the then existing prevailing limits under Section 197 read with Schedule V and applicable provisions of the Act is minimum remuneration in the event of absence or inadequacy of profits. However pursuant to the aforesaid amendments, the members can now approve payment of remuneration even if that exceeds the percentage of profits under Section 198 subject to compliance of Schedule V. Looking at the current financial position of the Company, the remuneration payable to Sh. N R Munjal is, likely to be in excess of the limits currently prescribed under the Act so the approval of the members is sought for the payment of remuneration even if in case that exceeds the limits prescribed under the Act.

The resolutions are for regularising the remuneration already paid and proposed to be paid, pursuant to the amended provisions of the Act and as provided in the resolution.

The Company as on date is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Nomination and Remuneration Committee has reviewed these matters and after considering the nature of service required from him and the responsibility which he is called upon to bear as Vice-Chairman cum Managing Director recommended the same to the Board of Directors for its approval. The Board of Directors have accordingly approved the same at the meeting held on January 16, 2019.

II. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are given below:-

1. 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)				
S. No.	Particulars	Audited Figure for 12 months period ended 31.03.2018	Audited Figure for 12 months period ended 31.03.2017	Audited Figure for 12 months period ended 31.03.2016
1	Turnover	74967.20	71442.50	65292.86
2	Profit/(Loss) before tax	3051.76	(5085.03)	(8313.62)
3	Net Profit/(Loss)	1762.45	(3972.50)	(5886.11)
4	Paid-up Share Capital	4527.73	4473.91	4096.32
5	Reserves & Surplus (Excluding Revaluation Reserve)	24335.40	21213.93	18887.79

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

Information about the Appointee Shri N R Munjal

1. Background details:

Shri 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 (Rs. in Lacs)
2017-18	180.00
2016-17	180.00
2015-16	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, Shri 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 5th 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:

Shri 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 Shri 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 Resolution No. 2 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 Shri 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: Shri 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 1.94% of the total paid-up capital of the Company.

III. OTHER INFORMATION

I. Reasons of Loss or Inadequate Profits

The Company is presently not into losses, however the profits are inadequate as the Company is in the process of marketing of its products to new markets and explore the more competitive finance options.

II. Steps take or proposed to be taken for improvement

Continuous efforts are being made to increase the Company's presence in the existing markets and explore the new markets. Continuous efforts are also made on the improvement of the product mix increasing thereby product yield and profits

III. Expected increase in productivity and profits in measurable terms

Company is exploring the new avenues for growth and expects growth in its productivity and profitability to rise by 15-20% annually.

The Board of Directors recommends the resolution under item No 1 and 2 for the approval of the shareholders.

Except Shri N.R. Munjal and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are financially or otherwise interested in these resolutions.

Disclosure as required under Secretarial Standard-2 is given in the annexure to the Notice.

Item No. 3 & 4

Sh. Himanshu Jain, was appointed as Joint Managing Director of the Company by the members of the Company in their 19th Annual General Meeting held on 30th September, 2014 for a period of 3 years from 23rd March, 2015 to 22nd March, 2018. The remuneration for the period was also approved by the members of the Company in the same Annual General Meeting. The remuneration approved by the members was as follows:-

1. Basic Salary	1. Rs. 15,00,000/- per month
2. 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.

	<ol style="list-style-type: none"> 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.
3. Other terms	<ol style="list-style-type: none"> 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.

Due to inadequacy of profits and defaults of the banks/financial institutions, the remuneration paid during the above said period was in excess of the limits prescribed under Schedule V of the Companies Act, 2013 ("Act").

In accordance with the then existing provisions of Section 197 and other applicable provisions of the Act, the Company filed E-Form MR-2 with the Ministry of Company Affairs ("MCA") seeking the approval of the Central Government for the payment of remuneration to Sh. Himanshu Jain for the period 23rd March, 2015 to 22nd March, 2018, in excess of the limits prescribed under the Act. The said application was disposed off by the MCA by granting approval for the payment of only a part of the proposed remuneration to Sh. Himanshu Jain, viz. Rs. 18 lacs per year. The Company refiled the application in E-Form MR-2 with the MCA along with detailed explanations, seeking approval for the full waiver of the remuneration paid to Sh. Himanshu Jain, in excess of the limits prescribed under the provisions of Schedule V to the Act.

Pursuant to the recent amendment to the Act introduced by the Companies (Amendment) Act, 2017, with effect from September 12, 2018, any application previously made by a company to the Central Government under the provisions of Section 197 and which is pending with the Government shall abate on September 12, 2018 and the company is required to obtain the approval of the members by way of a special resolution in accordance with the revised provisions of Section 197 within one year of the commencement of the corresponding amendment namely by September 11, 2019. The Company is also in receipt of communication from the Ministry of Corporate Affairs, Government of India that the application pending with them has abated in terms of the amended provisions of Section 197. Accordingly, approval of the members is now sought for the resolution at Item No. 3 for waiver for recovery and approval of the excess remuneration paid to Sh. Himanshu Jain in respect of the period from 23rd March, 2015 to 22nd March, 2018.

Further certain amendments have been carried out interalia to Sections 196 to 198 and Schedule V of the Companies Act, 2013 ("Act") by way of the Companies (Amendment) Act, 2017, which are effective from September 12, 2018 ("Amendments") relating to the remuneration payable to all the directors by a company. The remuneration currently being paid to Sh. Himanshu Jain, Joint Managing Director of the Company as previously approved by the members of the Company at the 23rd Annual General Meeting of the Company held on September 28, 2018, as per the then existing prevailing limits under Section 197 read with Schedule V and applicable provisions of the Act as minimum remuneration in the event of absence or inadequacy of profits. However pursuant to the aforesaid amendments, the members can now approve payment of remuneration even if that exceeds the percentage of profits under Section 198 subject to compliance of Schedule V. Looking at the current financial position of the Company, the remuneration payable to Sh. Himanshu Jain is, likely to be in excess of the limits currently prescribed under the Act so the approval of the members is sought for the payment of remuneration even if in case that exceeds the limits prescribed under the Act.

The resolutions are for regularising the remuneration already paid and proposed to be paid, pursuant to the amended provisions of the Act and as provided in the resolution.

The Company as on date is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Nomination and Remuneration Committee has reviewed these matters and after considering the nature of service required from him and the responsibility which he is called upon to bear as Joint Managing Director, recommended the same to the Board of Directors for its approval. The Board of Directors have accordingly approved the same at the meeting held on January 16, 2019.

II. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are given below:-

1. 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)

S. No.	Particulars	Audited Figure for 12 months period ended 31.03.2018	Audited Figure for 12 months period ended 31.03.2017	Audited Figure for 12 months period ended 31.03.2016
1	Turnover	74967.20	71442.50	65292.86
2	Profit/(Loss) before tax	3051.76	(5085.03)	(8313.62)
3	Net Profit/(Loss)	1762.45	(3972.50)	(5886.11)
4	Paid-up Share Capital	4527.73	4473.91	4096.32
5	Reserves & Surplus (Excluding Revaluation Reserve)	24335.40	21213.93	18887.79

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

Information about the Appointee Shri Himanshu Jain

1. Background details:

Shri 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 (Rs. in Lacs)
2017-18	180.00
2016-17	180.00
2015-16	180.00

3. Recognition or awards: Nil

4. Job profile and his suitability: Shri 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. Shri Himanshu Jain plays a major role in providing thought leadership and strategic inputs to the Company.

5. Remuneration proposed: As stated in the Resolution No. 4 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 Shri 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: Shri Himanshu Jain is a Promoter-Director, holding 4,06,961 equity shares of Re.10/- each representing 0.86% of the total paid-up capital of the Company.

III. OTHER INFORMATION

I. Reasons of Loss or Inadequate Profits

The Company is presently not into losses, however the profits are inadequate as the Company is in the process of Marketing of its products to new markets and explore the more competitive finance options.

II. Steps take or proposed to be taken for improvement

Continuous efforts are being made to increase the Company's presence in the existing markets and explore the new markets. Continuous efforts are also made on the improvement of the product mix increasing thereby product yield and profits

III. Expected increase in productivity and profits in measurable terms

Company is exploring the new avenues for growth and expect growth in its productivity and profitability to rise by 15-20% annually .

The Board of Directors recommends the resolution under item No 3 and 4 for the approval of the shareholders.

Except Shri Himanshu Jain and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are financially or otherwise interested in these resolutions

Disclosure as required under Secretarial Standard-2 is given in the annexure to the Notice.

Item No. 5 & 6

Sh. Rishav Mehta was appointed as Executive Director of the Company by the members of the Company in their 19th Annual General Meeting held on 30th September, 2014 for a period of 3 years from 23rd March, 2015 to 22nd March, 2018. The remuneration for the period was also approved by the members of the Company in the same Annual General Meeting. The remuneration approved by the members was as follows:-

1. Basic Salary	1. Rs. 4,00,000/- per month
2. Perquisites and Allowances	1. Fully furnished rent free accommodation/ House. 2. Medical Reimbursement - Reimbursement of actual medical

	<p>expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.</p> <ol style="list-style-type: none"> 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 car 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.
3. Other terms	<ol style="list-style-type: none"> 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.

Due to inadequacy of profits and defaults of the banks/financial institutions, the remuneration paid during the above said period was in excess of the limits prescribed under Schedule V of the Companies Act, 2013 ("Act").

In accordance with the then existing provisions of Section 197 and other applicable provisions of the Act, the Company filed E-Form MR-2 with the Ministry of Company Affairs ("MCA") seeking the approval of the Central Government for the payment of remuneration to Sh. Rishav Mehta for the period 23rd March, 2015 to 22nd March, 2018, in excess of the limits prescribed under the Act. The said application was rejected by the MCA. The Company refiled the application in E-Form MR-2 with the MCA along with detailed explanations, seeking approval for the full waiver of the remuneration paid to Sh. Rishav Mehta in excess of the limits prescribed under the provisions of Schedule V to the Act.

Pursuant to the recent amendment to the Act introduced by the Companies (Amendment) Act, 2017, with effect from September 12, 2018, any application previously made by a company to the Central Government under the provisions of Section 197 and which is pending with the Government shall abate on September 12, 2018 and the company is required to obtain the approval of the members by way of a special resolution in accordance with the revised provisions of Section 197 within one year of the commencement of the corresponding amendment namely by September 11, 2019. The Company is also in receipt of communication from the Ministry of Corporate Affairs, Government of India that the application pending with them has abated in terms of the amended provisions of Section 197. Accordingly, approval of the members is now sought for the resolution at Item No. 5 for waiver for recovery and approval of the excess remuneration paid to Sh. Rishav Mehta in respect of the period from 23rd March, 2015 to 22nd March, 2018.

Further certain amendments have been carried out interalia to Sections 196 to 198 and Schedule V of the Companies Act, 2013 ("Act") by way of the Companies (Amendment) Act, 2017, which are effective from September 12, 2018 ("Amendments") relating to the remuneration payable to all the Directors by a company. The remuneration currently being paid to Sh. Rishav Mehta, Executive Director of the Company as previously approved by the members of the Company at the 23rd Annual General Meeting of the Company held on September 28, 2018, as per the then existing prevailing limits under Section 197 read with Schedule V and applicable provisions of the Act as minimum remuneration in the event of absence or inadequacy of profits. However pursuant to the aforesaid amendments, the members can now approve payment of remuneration even if that exceeds the percentage of profits under Section 198 subject to compliance of Schedule V. Looking at the current financial position of the Company the remuneration payable to Sh. Rishav Mehta is, likely to be in excess of the limits currently prescribed under the Act so the approval of the members is sought for the payment of remuneration even if in case that exceeds the limits prescribed under the act.

The resolutions are for regularising the remuneration already paid and proposed to be paid, pursuant to the amended provisions of the Act and as provided in the resolution.

The Company as on date is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Nomination and Remuneration Committee has reviewed these matters and after considering the nature of service required from him and the responsibility which he is called upon to bear as Executive Director recommended the same to the Board of Directors for its approval. The Board of Directors have accordingly approved the same at the meeting held on January 16, 2019.

II. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are given below:-

1. 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)				
S. No.	Particulars	Audited Figure for 12 months period ended 31.03.2018	Audited Figure for 12 months period ended 31.03.2017	Audited Figure for 12 months period ended 31.03.2016
1	Turnover	74967.20	71442.50	65292.86
2	Profit/(Loss) before tax	3051.76	(5085.03)	(8313.62)
3	Net Profit/(Loss)	1762.45	(3972.50)	(5886.11)
4	Paid-up Share Capital	4527.73	4473.91	4096.32
5	Reserves & Surplus (Excluding Revaluation Reserve)	24335.40	21213.93	18887.79

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

Information about the Appointee Shri Rishav Mehta

1. Background details:

Shri 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 (Rs. in Lacs)
2017-18	48.00
2016-17	48.00
2015-16	48.00

3. Recognition or awards: Nil

4. Job profile and his suitability: Subject to the supervision and control of the Board of Directors, Shri 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. Shri 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 Resolution No. 6 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 Shri 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: Shri 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 0.96% of the total paid-up capital of the Company.

III. OTHER INFORMATION

I. Reasons of Loss or Inadequate Profits

The Company is presently not into losses, however the profits are inadequate as the Company is in the process of Marketing of its products to new markets and explore the more competitive finance options.

II. Steps take or proposed to be taken for improvement

Continuous efforts are being made to increase the Company's presence in the existing markets and explore the new markets. Continuous efforts are also made on the improvement of the product mix increasing thereby product yield and profits

III. Expected increase in productivity and profits in measurable terms

Company is exploring the new avenues for growth and expect growth in its productivity and profitability to rise by 15-20% annually.

The Board of Directors recommends the resolution under item No 5 and 6 for the approval of the shareholders.

Except Shri Rishav Mehta and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are financially or otherwise interested in these resolutions

Disclosure as required under Secretarial Standard-2 is given in the annexure to the Notice.

Annexure**Information pursuant to Secretarial Standard 2 (1.2.5) on the resolutions proposed under item No. 2, 4 & 6 of this Notice**

Name of Director	Sh. N R Munjal	Sh. Himanshu Jain	Sh. Rishav Mehta
Date of Birth (Age)	09.02.1952 (67 Yrs)	17.08.1982 (37 Yrs)	06.01.1991 (28 Yrs)
Qualification	Graduate	Graduate	Graduate
Experience	31 Years	14 Years	8 Years
Terms & conditions of Re-appointment	Only terms of payment is being considered as per details given in Item No. 2 of this Notice	Only terms of payment is being considered as per details given in Item No. 4 of this Notice	Only terms of payment is being considered as per details given in Item No. 6 of this Notice
Details of remuneration to be paid	As per Resolution No. 2 of this Notice	As per Resolution No. 4 of this Notice	As per Resolution No. 4 of this Notice
Remuneration last drawn	Rs. 15,00,000/- Month	Rs. 15,00,000/- Month	Rs. 4,00,000/- Month
Date of Appointment on the Board	04.01.1995	04.01.1995	23.03.2010
Shareholding in the Company	1.94% (920724 Shares)	0.86% (406961 Shares)	0.96% (454545 Shares)
Relationship with Other Directors, Manager and KMP	Sh. N R Munjal is brother of Dr. Gopal Munjal, Non-Executive Director of the Company	No Director, Manager or KMP is related to Sh. Himanshu Jain	Sh. S R Mehta and Dr. V R Mehta are related to Sh. Rishav Mehta
Number of Meetings attended during the year (PY 2017-18)	7	6	7
Directorships in other Companies	1. IND SWIFT LIMITED 2. NIMBUA GREENFIELD (PUNJAB) LIMITED 3. ESSIX BIOSCIENCES LIMITED	1. IND SWIFT LIMITED 2. 3M ADVERTISERS AND PUBLISHERS LIMITED 3. ESSIX BIOSCIENCES LIMITED 4. FORTUNE (INDIA) CONSTRUCTIONS LIMITED	1. IND SWIFT LIMITED 2. ESSIX BIOSCIENCES LIMITED
Membership/Chairmanship of committees of Other Boards	0	1	0

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 6 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 of 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 cutoff date 3rd February, 2019 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 8th February, 2019 (09.00 a.m.) and ends on 10th February, 2019 (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 3rd February, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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).

(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 de-mat 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 190117002 <IND SWIFT LABORATORIES LIMITED> 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 helpdesk.evoting@cdslindia.com.
 - 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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com 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*	
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Folio No.	
-----------	--

Client Id*	
------------	--

No. of Shares	
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NAME AND ADDRESS OF THE SHAREHOLDER _____

Please register/ update my/ our under mentioned E-mail ID for sending all future Company's correspondence:
E-mail ID.....

Shareholder(s) Signature.....

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company held on **Monday, February 11, 2019 at 09:30 AM** at **PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031.**

*Applicable for investor holding shares in electronic form.

Signature of Shareholder / Proxy

ADMISSION AT THE EXTRA-ORDINARY GENERAL MEETING VENUE WILL BE ALLOWED ONLY ON VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON THE ATTENDANCE SLIP.

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

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 member(s): Registered address:		e-mail Id: Folio No/*Client Id: *DP Id:	
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I/We, being the member(s) of ----- shares of Ind Swift Laboratories Limited, hereby appoint:
1).....of.....having e-mail id.....or failing him
2).....of.....having e-mail id.....or failing him
3).....of.....having e-mail id.....or failing him
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **EXTRA-ORDINARY GENERAL MEETING** of the Company, to be held on **Monday, February 11, 2019 at 09:30 AM at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
	Special Business
1.	Approval of members for the waiver of excess remuneration paid to Sh. N R Munjal, Vice Chairman & Managing Director of the Company
2.	Approval of members for payment of remuneration to Sh. N R Munjal, Vice Chairman & Managing Director of the Company
3.	Approval of members for the waiver of excess remuneration paid to Sh. Himanshu Jain, Joint Managing Director of the Company
4.	Approval of members for payment of remuneration to Sh. Himanshu Jain, Joint Managing Director of the Company
5.	Approval of members for the waiver of excess remuneration paid to Sh. Rishav Mehta, Executive Director of the Company
6.	Approval of members for payment of remuneration to Sh. Rishav Mehta, Executive Director of the Company

Signed this.....day of2019

Signature of shareholder

Affix
Rs.1.00
Revenue
Stamp

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

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.
2. Admission to proxy Holders will be allowed at the meeting only on submission of a Valid ID Proof.

Route Map for the Extra-Ordinary General Meeting of Ind-Swift Laboratories Limited to be held on Monday, the 11th Day of February, 2019 at 9:30 A.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031

