

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of Ind-Swift Laboratories Limited will be held on Monday, the 30th Day of September, 2019 at 10:30 A.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider approve and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31st March, 2019 together with the Directors' and Auditors' Reports thereupon.
2. To appoint Director in place of Mr. Rishav Mehta (DIN: 03028663), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of SEBI (LODR) regulations, 2015, Ms. Neerja Chathley (DIN: 08448077), an Additional Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Woman Director of the Company, to hold office for a term of five years w.e.f. 10th May, 2019.

4. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s V. Kumar & Associates, Cost Accountants, having Firm Registration No. 100137, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to ₹2.00 Lakhs (Rupees Two Lakhs only) per annum plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved."

5. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the ratification and for entering into any contracts and/or arrangements with the following related parties

for amounts not exceeding the limits as detailed below on an annual basis:-

Sr. No.	Name of Related Party	Nature of Relationship	Maximum Limit (In ₹ Crores)	Nature of Transaction
1.	Essix Biosciences Limited	Group Promoter Company	150.00	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013
2.	Ind Swift Limited	Group Promoter Company	100.00	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013
3.	Halcyon Life Sciences Private Limited	Group Company	40.00	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013
4.	Dashmesh Medicare Private Limited	Group Company	20.00	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013
5	Fortune (India) Constructions Limited	Associate Company	40.00	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may 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 been given approval thereto expressly by the authority of this resolution."

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 Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 ("said Section"), approval of shareholders of the Company be and is hereby accorded in respect of loans already made/to be made, guarantees already given/to be given and/or security(ies) already provided/to be provided to an entity under the category of 'a

person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding ₹400,00,00,000 (Rupees Four Hundred Crores only) subject to party wise limits as follows:-

Sr. No.	Name of Company	Maximum Limits under section 185 of the Companies (In ₹ Crores)
1.	Ind Swift Limited	125
2.	Essix Biosciences Limited	110
3.	Halcyon Life Sciences Limited	60
4.	Fortune India Constructions Limited	60
5.	Mansa Print & Publishers Ltd.	40
6.	Mohali Green Environment Private Limited	05
Total		400

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/ security, and to take all necessary steps, to execute

all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

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 Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder including any statutory modification or reenactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent 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 Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of ₹500 crores, notwithstanding that the aggregate of loans and investments so far made,

the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/ security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

By Order of the Board

Sd/-

Pardeep Verma

Place: Chandigarh

Date: 10.08.2019

AVP-Corporate Affairs &
Company Secretary

NOTES: -

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect Item No's 03-07 is annexed hereto and forms part of this notice.
2. 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.
3. 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 Annual General Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.
4. 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 Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
5. Duplicate attendance slip shall not be issued at the Annual General Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Annual General Meeting.
6. 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 Annual General Meeting.
7. 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.
8. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the Annual General Meeting. The members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Corporate/ Registered Office of the Company.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2019 to 30th September, 2019, both days inclusive.
10. 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.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at registered office address for the attention of Mr. Pardeep Verma-AVP Corp. Affairs & Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
13. 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 05.00 P.M. except holidays up to the date of Annual General Meeting.
14. 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.

15. Electronic copy of the Annual Report and Notice of the 24th Annual 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 the Annual Report and Notice of the 24th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent through the permitted mode.

16. 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 23rd September, 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 members for voting electronically are as under:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting")

will be provided by Central Depository Services Limited (CDSL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The e-voting facilities will be provided in the following manners:-

- (i) The voting period begins on 27th September, 2019 at 9.00 A.M and ends on 29th September, 2019 at 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 i.e. 23rd September, 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" tab.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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| <p>(viii) After entering these details appropriately, click on "SUBMIT" tab.</p> | <p>NO implies that you dissent to the Resolution.</p> |
| <p>(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.</p> | <p>(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p> |
| <p>(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> | <p>(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.</p> |
| <p>(xi) Click on the EVSN 190902021 <INDSWFTLAB> on which you choose to vote.</p> | <p>(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.</p> |
| <p>(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</p> | <p>(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.</p> |
| | <p>(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.</p> |
| | <p>(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</p> |

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.

(xx) 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 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill

Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013, or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

- IV. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VI. Mr. Vishal Arora, Company Secretary (Membership No. 4566) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.indswiftlabs.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

- X. Members who have not registered their e-mail address so far are requested to register their email addresses for receiving all communication

including Annual Report, Notices, and Circulars etc. from the Company electronically.

By Order of the Board

Sd/-

Pardeep Verma

AVP-Corporate Affairs &
Company Secretary

Place: Chandigarh

Date: 10.08.2019

Registered Office:

SCO 850, Shivalik Enclave,
NAC, Manimajra,
Chandigarh - 160001

Annexure to Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The appointment of Ms. Neerja Chathley (DIN:08448077) as an Independent Woman Director of the Company is proposed for the term of five years from 10th May, 2019 to 9th May, 2024.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member along with the requisite deposit signifying its intention to propose the candidature of Ms. Neerja Chathley for the office of Independent Director of the Company. The Company has also received declaration from Ms. Neerja Chathley that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and also under of the SEBI (LODR) Regulations, 2015. Further, she has also confirmed that she is not disqualified from being appointed as Director under Section 164 of the said Act.

In the opinion of the Board, Neerja Chathley, meets the criteria of independence as provided in the Section 149 read with Schedule IV of the Act for such appointment.

Brief resume of the Director, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/

chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated as required under Regulation 36 of SEBI (LODR) Regulations is appended below: -

Name of Director	Ms. Neerja Chathley
Age	64 Years
Nationality	Indian
Date of Appointment	10th May, 2019
Shareholding in the Company	Nil
Qualifications	M.A., M. Ed.
Expertise in specific Functional Area	Over 33 years of experience in Education Sector.
Directorships held in other listed companies / Chairmanships or Memberships of Committees in other listed Companies as on 31.03.2019	Nil
Relationship inter-se between Directors	Nil

Keeping in view her expertise and knowledge, it will be in the interest of the Company that Ms. Neerja Chathley is appointed as an Independent Director.

A copy of the draft letter of appointment to be issued to the Appointee for appointment as an Independent Director setting out the terms and conditions shall be kept open for inspection by the Members at the Registered Office of the Company during usual business hours viz. 10.00 AM to 5.00 PM on any working day till the date of the Annual General Meeting. This Statement may also be regarded as a disclosure under the SEBI (LODR) Regulations, 2015.

Except for Ms. Neerja Chathley, her relatives who may be deemed to be interested in the respective resolution at item no. 3 of the Notice as it concerns her appointment as Independent Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s V. Kumar & Associates, Cost Accountants, to conduct the Cost audit of the cost records of the Company for the financial year ended 31st March, 2020.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2019-20 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether

financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Your Company has entered into a transaction with the companies as mentioned in the resolution which is a "Related Party" as defined under Section 2 (76) of the Companies Act, 2013.

As per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. The Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, defines term Material Related Party Transaction. It provides that all related party transactions shall be considered as "Material" if the transaction entered with or transactions to be entered individually or taken together with a Related Party along with previous transactions during a Financial Year exceeds 10% of the Annual Consolidated Turnover of the company as per the Last Audited Financial Statement of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of SEBI (LODR) Regulations.

Members may please note that in light of the limit as prescribed under Companies Act & SEBI (LODR) Regulations the Company may enter into the transaction with its' Related Parties for more than the limits as specified in Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2015 in ordinary course

of business. Accordingly the resolution of Item No. 5 of Notice is proposed for approval of members for entering into transaction with the related party within the limit given in the said resolution.

The following are the particulars under Rule 15 of Companies (Meetings of Board and its Power) Rules, 2014:

Name of the Related Party	Name of Director/KMP who is interested	Nature of Relationship	Nature, Material terms, Monetary Value, and particulars of the Contract or arrangements
1. Essix Biosciences Limited	1. Sh. Himanshu Jain	Common Directors; related with the Directors of the Company.	Contracts in terms of section 188(1)(a) to 188(1)(g) of Companies Act, 2013.
2. Ind Swift Limited	2. Sh. N R Munjal		
3. Halcyon Life Sciences Private Limited	3. Sh. Rishav Mehta		
4. Dashmesh Medicare Private Limited	Directors are interested since all are the Group Companies promoted by the same promoters.		
5. Fortune (India) Constructions limited			

Sh. Himanshu Jain, Sh. N R Munjal and Sh. Rishav Mehta being the Common Directors between the Companies or related with the Directors of other Companies shall be deemed to be concerned/ interested in the resolution.

Apart from the above, none of the other Directors or Key Managerial Personnel, or their relatives are, in any way, are concerned or interested in the resolution as set out at no. 5 of the Notice.

For Item No. 6

In the ordinary course of business the Company has been dealing with various entities and also have business transactions with the entities in which either Directors are directly or indirectly interested. At times the Company do advance certain loans and advances and give guarantees to these entities for the business purposes.

As per the requirement of the Companies Act, 2013 the Company is required to seek the shareholders approval as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 by way of a special resolution for the grant of and for the making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) to these entities.

In Compliance of the said provision of the Companies Act, 2013 your company now intends to seek the

shareholders approval for the ratification and for approval of the loans and advances or for grant of Guarantees or for providing securities to the entities as mentioned in the resolution No. 6 of the notice upto the limits specified in the resolution including the loans and advances if any already granted, which fall under the category of 'a person in whom any of the director of the company is interested' for an aggregate outstanding amount not exceeding ₹400 Crores (Rupees Four hundred crores only) and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 6 to be passed as a special resolution by the members of the Company. Except Sh. Himanshu Jain, Sh. Rishav Mehta and Sh. N R Munjal none of the other Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned.

For Item No. 7

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit.

In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'. Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide Loans, Guarantees and Make Investments up to a sum of ₹500 crores over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Special Resolution as set out at Item No. 7 of the Notice for approval by the members.

Details of Directors Seeking Re-appointment at the forthcoming Annual General Meeting of the Company (pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015)

Name of Director	Mr. Rishav Mehta
Date of Birth	06.01.1991
Date of Appointment	23.03.2010
Expertise in specific Functional Area	Production Management and Development of New Generic Products
Qualifications	Graduate
Listed Companies in which Directorships held as on 31.03.2019	Ind Swift Limited Essix Biosciences Limited
Chairman/Member of the Committees of other Company on which he is director as on 31.03.2019	Nil
Relationship inter-se between Directors	Related with Sh. S R Mehta and Dr V.R Mehta Directors
DIN	03028663

By Order of the Board

Sd/-

Pardeep Verma

AVP-Corporate Affairs &
Company Secretary

Place: Chandigarh
Date: 10.08.2019

ATTENDANCE SLIP



IND-SWIFT LABORATORIES LIMITED

Registered Office: SCO 850, Shivalik Enclave, NAC, Manimajra, Chandigarh 160101
Corporate Identity Number: 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 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 **24th ANNUAL GENERAL MEETING** of the Company held on **Monday, September 30, 2019 at 10:30 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 ANNUAL 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

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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):		e-mail Id:	
Registered address:		Folio No/*Client Id:	
		*DP Id:	

I/We, being the member(s) of shares of Ind-Swift Laboratories Limited, hereby appoint:

- 1) of having e-mail idor failing him.
- 2) of having e-mail idor failing him.
- 3) of having e-mail idor 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 **24th ANNUAL GENERAL MEETING** of the Company, to be held on **Monday, September 30, 2019 at 10:30 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
Ordinary Business	
1.	Receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2019 and the report of the Auditor and Directors thereon.
2.	Re-appointment of Sh. Rishav Mehta, Director who retire by rotation.
Special Business	
3.	To appoint Ms. Neerja Chathley, as an Independent Woman Director of the Company
4.	To Approve remuneration of Cost Auditors for the Financial year 2019-20
5.	Approval for Related Party Transactions pursuant to section 188 of the Companies Act, 2013
6.	Approval for Loans & Advances under section 185 of the Companies Act, 2013
7.	Approval for limits under section 186 of the Companies Act, 2013

Signed this day of 2019 Signature of shareholder

Affix
₹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.**





Ind-Swift Laboratories Ltd.
SCO 850, NAC, Shivalik Enclave, Manimajra,
Chandigarh – 160101, India

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