

NOTICE

Notice is hereby given that the 20th (Twentieth) Annual General Meeting of the Members of **ADVIK LABORATORIES LIMITED** will be held on Tuesday, 30th September 2014 at 10.00 A.M. at its Registered Office at 138, Roz- Ka - Meo, Industrial Area Sohna, Distt. Mewat-122 103 (Haryana) INDIA to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2014, the Profit & Loss account for the period ended on that date, Auditors Report and Directors Report thereon.
2. To appoint a Director in place of Mr. Sachin Garg (03320351) who retires by rotation and being eligible, offer himself for reappointment.
3. To consider and thought fit, to pass, with or without modification(s) the following resolution as an ordinary resolution

“**RESOLVED THAT** M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N), the Company’s retiring auditors, being eligible and offering themselves for reappointment, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company (subject to the ratification of their appointment at every AGM), at a remuneration as may be agreed upon between the Auditors and the Board of Directors on the recommendations of the Audit Committee of the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Appointment of Mr. Sachin Garg as Managing Director of the Company

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

“**RESOLVED THAT** subject to such consents and permissions, as may be necessary, approval of the Company be and is hereby accorded in terms of Section 196 , 197, 203 and other applicable provisions , if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, including any statutory modification or re-enactment thereof (corresponding to Sections 198, 269, 309

and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956), Mr. Sachin Garg (DIN No. 03320351) be and is hereby appointed as the Managing Director of the company on the terms and conditions as set out hereunder:-

Terms & Conditions of appointment:

i) Tenure:

Upto five years as may be decided by the Board of Directors. His period of office shall be liable to determination by retire of directors by rotation

ii) Remuneration:

(a) Salary

Rs. 55,000/- per month. The Board or any Committee thereof in its absolute discretion and from time to time will review the salary payable to Mr. Sachin Garg subject to the provisions of Section 196 and 197 and Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

(b) Perquisites

Perquisites evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.

(c) Commission on net profits

Such amount as may be decided by the Board of Directors or a Committee thereof from year to year provided that the total remuneration including salary and perquisites alongwith commission paid to him shall not exceed the limit laid down under Section 197 and 198 and Schedule V of the Companies Act, 2013.

(d) Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration, excluding commission shall be paid to Mr. Sachin Garg as the Managing Director of the Company as the minimum remuneration, subject to necessary approvals, if any.

iii) Functions:

Mr. Sachin Garg shall discharge such duties and functions as may be assigned to him by the Board of Directors from time to time.

iv) Sitting Fees:

If permissible by law, he shall be entitled to sitting fees in addition to the components of remuneration mentioned above for attending meetings(s) of the Board of Directors or Committees thereof. At present, he is not getting any sitting fees for attending meetings(s) of the Board of Directors or Committees thereof.

v) Leave:

As per rules of the Company, but not exceeding one month's leave with full salary for eleven months of service.

vi) Reimbursement of Expenses:

Reimbursement of all entertainment, travelling, hotel and other expenses incurred by Mr. Sachin Garg during the course of his employment in connection with the business of the company.

vii) Termination:

The appointment of Mr. Sachin Garg as Managing Director may be terminated by either party by giving to the other one month notice in writing.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to vary or modify any of the above terms and conditions including alter, vary or increase the salary, grade and other remuneration, notwithstanding the same shall exceed the overall remuneration set out as above or as may be prescribed/permissible provided however the same is within the limits laid down in the Schedule V then subsisting, without requiring any further resolution or consent of or reference to the Members and to take all necessary steps, actions, which are incidental and consequential to give effect to the above Resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

5. Appointment of Mr. Brahm Dutt Sharma as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 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) read with Schedule IV to the Companies Act, 2013, Mr. Brahm Dutt Sharma (DIN 02157681), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 26th December, 2013 and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this annual general meeting.”

6. Appointment of Mr. Manoj Kumar Jain as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 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) read with Schedule IV to the Companies Act, 2013, Mr. Manoj Kumar Jain (DIN 02573858), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 26th December, 2013 and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this annual general meeting.”

7. Appointment of Mr. Kamal Kishore Sharma as an Independent Director

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 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) read with Schedule IV to the Companies Act, 2013, Mr. Kamal Kishore Sharma (DIN 02039980), Director of the Company and in

respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term for five consecutive years from the date of this Annual General Meeting.”

8. Appointment of Ms. Madhu Sharma as a Director liable to retire by rotation

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any applicable provisions of the Companies Act, 2013 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), Ms. Madhu Sharma (DIN 06947852), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Women Director of the Company whose term of office shall be liable to determination by retirement of directors by rotation.”

9. Approval of remuneration of Cost Auditor of the Company for the Financial Year ending March 31, 2015

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 50,000/- per annum (Rupees Fifty Thousand Only) plus service tax, as applicable and out of pocket expenses, payable to the Cost Auditors, M/s H A M & ASSOCIATES, appointed by the Board of Directors of the company to conduct the audit of cost records of the company for the pharmaceutical formulation business of the Company for the financial year ending March 31, 2015, be and is hereby ratified and approved.”

10. Creation of Mortgage/Hypothecation/Charge on the Movable/Immovable Property of the Company

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

“RESOLVED THAT in supersession of all the earlier resolutions passed by the shareholders in this regard and pursuant to Section 180(1)(a) of the Companies Act,

2013 and any other applicable provisions (corresponding to Section 293(1)(a) of the Companies Act, 1956) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 thereof) to create, mortgage/hypothecation and/or charge in addition to the existing mortgages/ hypothecations created/to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loan/credit facility obtained or as may be obtained from any lender, financial institution or person or persons from time to time together with interest, costs, charges, expenses and any other money payable by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or requisite."

**By order of the Board of Directors
For Advik Laboratories Limited**

Sd/-

**Peeyush Kumar Aggarwal
Chairman**

**Place: New Delhi
Dated: 02.09.2014**

Notes:

1. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the meeting is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at this General Meeting.
4. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to keep the information ready at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive) for the purpose of the AGM.
6. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
9. The members are requested to intimate changes, if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
10. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Sunday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.

11. Members are requested:

- i) To quote their folio Nos. in all correspondence.
- ii) To note that no gifts will be distributed at the meeting.
- iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.

13. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.

14. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.

15. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the e-voting facility to the members to exercise their right to vote by electronic means. The Company has fixed 29th August, 2014 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 20th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules made thereunder. Consequently, the same cut off date, i.e., 29th August, 2014 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 20th AGM on 30th September, 2014.

The e-voting period will commence at 10.00 A.M. on 22nd September, 2014 and will end at 05.00 P.M. on 24th September, 2014. The Company has appointed Mr. Ashish Kumar Friends (Membership No. FCS –5129 & CP No. 4056), Company Secretary in Practice to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.

The Company has engaged the services of Beetal Financial & Computer Services (P) Ltd. and CDSL as the Authorised Agencies to provide e-voting facilities.

ANNEXURE TO THE NOTICE

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

Item No.4

Section 203 of the Companies Act, 2013 mandates that every listed company shall have either the Managing Director or Chief Executive Officer or Manager and in their absence, a whole time director as a whole time key managerial personnel.

In order to meet the requirements of Section 203 of the Companies Act, 2013, the Board of Directors of the Company has proposed to appoint Mr. Sachin Garg as a Managing Director of the Company for a period of five years whose term of office is liable to determination by retire of Directors by rotation.

A brief profile of Mr. Sachin Garg is given below:

Mr. Sachin Garg, aged 34 years, is a fellow Member of the Institute of Chartered Accountants of India. He has rich experience of more than 6 years. He has significant expertise in Corporate Laws, Audit, Finance & Taxation, Capital Markets, Project Management etc. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

Details of his other Directorships and Committee Memberships are as follows:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1	Onus Plantations and Agro Limited	Nil	Nil

As per Section 149 of the Companies Act, 2013 read with Schedule IV thereunder, Office of Independent Directors is not liable to be determined by rotation and Section 152(2) of the Companies Act, 2013 provides that atleast two-third of the Board excluding Independent Directors shall be the Directors whose period of office is liable to determination by retirement of Directors by rotation.

Accordingly, in order to comply with the aforesaid provisions of the Companies Act, 2013, the Company is required to reconstitute the composition of its Board in a manner that it comprises of 2/3rd of the total number of Directors whose period of office is liable to determination by retirement of directors by rotation. Hence, the Company has proposed to appoint Mr. Sachin Garg as the Managing Director of the Company for a period of five years and his office shall be determined to retirement of Directors by rotation.

Keeping in view the experience and expertise of these persons, the Board considers it desirable that the Company should continue to avail the services of Mr. Sachin Garg and accordingly recommends the Resolution at Item No.4 for approval by the Members as Special Resolution.

Except Mr. Sachin Garg, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or

otherwise in the resolution set out in Item No. 4. The Board of Directors recommends the resolution for approval by the members.

Item No. 5

The Board of Directors of the Company had appointed Mr. Brahm Dutt Sharma as an Additional Director of the Company w.e.f. 26/12/2013 as per Section 161 of the Companies Act, 2013 and Rules made thereunder (Corresponding to Section 260 of the Companies Act, 1956) and as such he holds office upto the date of conclusion of this Annual General Meeting.

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Mr. Brahm Dutt Sharma as an Independent Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules framed thereunder, which came into effect from 01st April, 2014, every listed public company is required to have atleast one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board has recommended the appointment of Mr. Brahm Dutt Sharma as an Independent Director for a term of five years from the date of this annual general meeting.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 from a member alongwith deposit of requisite amount proposing his candidature for the office of Director.

Mr. Brahm Dutt Sharma has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Brahm Dutt Sharma fulfils the conditions specified in the Act and the Rules framed there under for the appointment as Independent Director and he is Independent of the management. Copies of the draft letter of appointment of Mr. Brahm Dutt Sharma would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Brahm Dutt Sharma as an Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Brahm Dutt Sharma is given below.

Mr. Brahm Dutt Sharma, aged 51 years, is a member of Bar Council of India. He is a Law Graduate from prestigious Delhi University and has also done M. Com from Delhi University. He has vast experience in the field of Construction and Production. He is specialized in Real estate, Corporate Laws and Taxation matters, etc. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

Mr. Brahm Dutt Sharma is a member of Audit Committee, Share Transfer cum Shareholders Grievance Committee and Remuneration Committee.

Mr. Brahm Dutt Sharma does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Board considers that his continue association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Brahm Dutt Sharma as an Independent Director of the Company.

Except Mr. Brahm Dutt Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 5. The Board of Directors recommends the resolution for approval by the members.

Item No.6

The Board of Directors of the Company had appointed Mr. Manoj Kumar Jain as an Additional Director of the Company w.e.f. 26/12/2013 as per Section 161 of the Companies Act, 2013 and Rules made thereunder (Corresponding to Section 260 of the Companies Act, 1956) and as such he holds office upto the date of this Annual General Meeting.

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Mr. Manoj Kumar Jain as an Independent Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules framed thereunder, which came into effect from 01st April, 2014, every listed public company is required to have atleast one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board has recommended the appointment of Mr. Manoj Kumar Jain as an Independent Director for a term of five years from the date of this annual general meeting.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 from a member alongwith deposit of requisite amount proposing his candidature for the office of Director.

Mr. Manoj Kumar Jain has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Manoj Kumar Jain fulfils the conditions specified in the Act and the Rules framed there under for the appointment as Independent Director and he is Independent of the management. Copies of the draft letter for appointment of Mr. Manoj Kumar Jain would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Manoj Kumar Jain as an Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Manoj Kumar Jain is given below.

Mr. Manoj Kumar Jain, aged about 47 years is a graduate by qualification. He has a rich experience of almost 10 years in NBFC and Stock Broking activities. He serves as an Independent Director of Advik Laboratories Limited. He brings a major strength to the Company in planning its future financial growth.

Details of his other Directorships and Committee Memberships are as follows:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1	North Eastern Carrying Corporation Limited	Audit Committee Remuneration Committee Shareholders' Grievance Committee	Chairman Chairman Chairman
2	Goyal Achal Sampatti Vikas & Niyojan Nigam Limited	Audit Committee Remuneration Committee Shareholders'/Investors Grievance Committee	Chairman Member Member

Mr. Manoj Kumar Jain does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Board considers that his continue association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Manoj Kumar Jain as an Independent Director of the Company.

Except Mr. Manoj Kumar Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 6. The Board of Directors recommends the resolution for approval by the members.

Item No. 7

The Company had pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Mr. Kamal Kishore Sharma as an Independent Director.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules framed thereunder which came into effect from 01st April, 2014, every listed public company is required to have atleast one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Board has recommended the appointment of Mr. Kamal Kishore Sharma as an Independent Director for a term of five years from the date of this annual general meeting.

The Company has received notices in writing under Section 160 of the Companies Act, 2013 alongwith deposit of requisite amount from a member proposing his candidature for the office of Director.

Mr. Kamal Kishore Sharma has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Kamal Kishore Sharma fulfils the conditions specified in the Act and the Rules framed there under for his appointment as Independent Director and he is Independent of the management. Copies of the draft letter for appointment of Mr. Kamal Kishore Sharma would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Kamal Kishore Sharma as an Independent Director is now being placed before the members for their approval.

A brief profile of Mr. Kamal Kishore Sharma is given below:

Mr. Kamal Kishore Sharma, aged 51 years, is a Commerce Graduate from Delhi University He has an enriched experience of over 26 years in establishing & managing manufacturing units, trading & Retail business. He has significant expertise in preparing business plans, business valuation, Real Estate business, Finance & Taxation & Financial services. His business interests today are in the areas of Real estate, Retail & Infrastructure and Stock Broking activities. He has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

Details of his other Directorships and Committee Memberships are as follows:

Sl. No.	Directorships in other Public Companies	Committee Membership/Chairmanship	
1	Interworld Digital Limited	Audit Committee	Chairman
		Share Transfer and Shareholders' / Investors Grievance Committee	Chairman
		Remuneration Committee	Chairman

Mr. Kamal Kishore Sharma does not hold by himself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by him.

The Board considers that his continue association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kamal Kishore Sharma as an Independent Director of the Company.

Except Mr. Kamal Kishore Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 7. The Board of Directors recommends the resolution for approval by the members.

Item No. 8

Pursuant to the provisions of Section 149 of the Companies Act, 2013, which came into effect from 01st April, 2014 and Rules framed thereunder, every listed public company is required to have atleast one Woman Director.

The Board has recommended the appointment of Ms. Madhu Sharma as a Woman Director for whose term of office is liable to determination by retirement of director by rotation. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member alongwith deposit of requisite amount proposing her candidature for the office of Director.

Ms. Madhu Sharma has also given her consent to act as a Director of the Company and has confirmed that she is not disqualified to act as a Director. In the opinion of the Board, Ms. Madhu Sharma fulfils the conditions specified in the Act and the Rules framed there under for her appointment as a Woman Director.

Copies of the draft letter for appointment of Ms. Madhu Sharma would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

In compliance with the provisions of Section 149 of the Act, the appointment of Ms. Madhu Sharma as a Woman Director is now being placed before the members for their approval.

A brief profile of Ms. Madhu Sharma is given below:

Ms. Madhu Sharma, aged 55 years, is a Bachelor of Arts from prestigious University. She has extensive experience of almost 20 Years in various aspects of management, viz., the field of marketing and general administration. She has always demonstrated a certain dynamism and foresight seen in the most pragmatic of professional.

At present, Ms. Madhu Sharma is not a Director in any other Company.

Ms. Madhu Sharma does not hold by herself or for any other person on a beneficiary basis, any shares in the Company as per declaration given by her.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Madhu Sharma as a Woman Director of the Company.

Except Ms. Madhu Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 8. The Board of Directors recommends the resolution for approval by the members.

Item No. 9

Cost Auditor

The Board, on the recommendation of the Audit Committee, had approved the appointment of the M/s H A M & ASSOCIATES as the Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year ending 31st March, 2015 at the remuneration as provided in the resolution.

In accordance with the provisions of Section 148 of the Act, read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 9 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 9. The Board of Directors recommends the resolution for approval by the members.

Item No. 10

Consequent to notification of Section 180(1) (a) of the Companies Act, 2013, consent of the Company is required by way of Special Resolution to create mortgage and/or charge on the moveable/immovable properties of the Company. Accordingly, the approval of the members of the Company by way of Special Resolution is sought to authorise the Board of Directors to create mortgage/hypothecation and/or charge (in addition to the existing mortgages/charges/hypothecations created by the Company) on all or any of the movable and/or immovable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company as set out in Item No. 10 of the Notice

The Board recommends the special resolution as set out in Item No. 10 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the special resolution set out in Item No. 10. The Board of Directors recommends the special resolution for approval by the members.

**By order of the Board of Directors
For Advik Laboratories Limited**

Sd/-

**Peeyush Kumar Aggarwal
Chairman**

**Place: New Delhi
Dated: 02.09.2014**

VOTING THROUGH ELECTRONIC MEANS

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders” tab.
- iii) Now, select “**ADVIK LABORATORIES LIMITED**” from the drop down menu and click on “SUBMIT”
- 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:
 - 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 first two letters of their name and the 8 digits of the sequence number in the PAN field.
 - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
 - DOB# Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
 - Dividend Bank Details# Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
 - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares you hold on record date i.e. 29th August, 2014 in the Dividend Bank details field.
- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on “ADVIK LABORATORIES LIMITED”

- 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on **22nd September, 2014 (10:00 AM)** and ends on **24th September 2014 (5:00PM)**. 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 **29th August, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on Resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in AGM.

Mr. Ashish Kumar Friends (Membership No. FCS –5129 & CP No. 4056), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Results of e-voting shall be declared on or after the AGM of the Company and the Results declared with Scrutinizer Report shall

be placed on the Website of the Company i.e. viz. www.advikindia.com and also on the website of CDSL viz. www.cdslindia.com within two days of passing of the Resolution of the AGM of the Company.

**By order of the Board of Directors
For Advik Laboratories Limited**

Sd/-

**Peeyush Kumar Aggarwal
Chairman**

**Place: New Delhi
Dated: 02.09.2014**