



## Notice

Notice is hereby given that the 25<sup>th</sup> (Twenty Fifth) Annual General Meeting of the Members of **ADVIK LABORATORIES LIMITED** will be held on Wednesday, 25<sup>th</sup> September, 2019 at 09:30 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 Financial Statements of the company including the Balance Sheet of the Company as at 31<sup>st</sup> March, 2019 and the Statement of Profit and Loss of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Cash Flow Statement & other Annexure thereof and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Peeyush Kumar Aggarwal (DIN 00090423), who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

### Special Business:

#### 3. Re-appointment of Mr. Manoj Kumar Jain as an Independent Director of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and any other applicable law(s), regulation(s), guideline(s), and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Manoj Kumar Jain (DIN - 01887411), who holds the office of Independent Director of the Company up to the date of this Annual General Meeting (i.e. Twenty Fifth Annual General Meeting) & who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16(1)(b) of the Listing Regulations be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of Five (5) years i.e. from the date of this Annual General Meeting (i.e. Twenty Fifth Annual General Meeting) up to the date of the Thirtieth (30th) Annual General Meeting of the Company to be held in the financial year 2024.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution.”

#### 4. Approval under Section 180(1)(a) of the Companies Act, 2013 for Sale of Manufacturing Unit 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 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Memorandum and Articles of Association of the Company, and other applicable statutory provisions and regulations, if any, as amended from time to time, and subject to the necessary registrations, approvals, consents, permissions and sanctions required, if any, and/or other institutions or bodies, statutory authorities, and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by 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 from time to time to exercise its powers including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded, including confirmation of actions taken hitherto to the Board to sell / transfer / dispose off its pharmaceutical Manufacturing Unit situated at 138, Roz-ka-Meo, Industrial Area, Sohna, Dist. Mewat, Haryana 122103 (“Undertaking”), together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking but excluding its brand name, as a going concern / on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, at such consideration as the Board may deem fit and appropriate in the best interests of the company, in one or more tranches and on such terms and conditions and with such modification/s as may be required by any of the concerned Authorities or as the Board of the Company may deem fit and appropriate in the interest of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board and to do all such other acts, deeds, matters and things as it may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as the Board may in its absolute discretion deem fit.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

**5. Approval for Related Party Transaction**

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

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including any amendment, modification or re-enactment thereof), and subject to such other approvals from such Authorities as may be required in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties or appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from April 01, 2019 (Rs. in lacs)
1	Mr. Peeyush Kumar Aggarwal	Director & Promoter of the Company	50.00*
2	Omkam Global Capital Pvt. Ltd.	Mr. Peeyush Kumar Aggarwal, Director & Promoter of the Company is also a Director & Promoter of Omkam Global Capital Pvt. Ltd.	500.00*
3	Omkam Developers Limited	Mr. Peeyush Kumar Aggarwal, Director & Promoter of the Company is also a Director & Promoter of Omkam Developers Limited.	600.00*

\* Expected maximum annual value of transactions per related party over the year



**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

**6. Appointment of Mr. Peeyush Kumar Aggarwal (DIN: 00090423) as the Managing Director of the Company**

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

“**RESOLVED THAT** subject to such consents and permissions, as may be necessary, approval of the shareholders 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, Mr. Peeyush Kumar Aggarwal (holding DIN 00090423) be and is hereby appointed as the Managing Director of the Company with effect from 25th September, 2019 on the terms and conditions as set out hereunder:-

**Terms & Conditions of Appointment:**

**a) 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

**b) Remuneration:**

At present NIL for his tenure of Five years. However, the Board or any Committee thereof in its absolute discretion may from time to time will review the salary that may be payable to Mr. Peeyush Kumar Aggarwal 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 and Rules made thereunder.

**c) Functions:**

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

**d) Sitting Fees:**

No sitting fees shall be paid to Mr. Peeyush Kumar Aggarwal at present to attend the Board Meetings/Committee Meetings of the Directors.

**e) Termination:**

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

**RESOLVED FURTHER THAT** if in future the Company decides to pay remuneration to Mr. Peeyush Kumar Aggarwal, as Managing Director, the Company shall obtain a fresh approval from the shareholders of the Company.

**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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary of the Company, be and are hereby severally authorized to file the necessary forms with the office of the Ministry of Corporate Affairs, Delhi and are further authorized to complete the other necessary formalities as are required to give effect to above resolutions.



**7. Appointment of Mr. Ram Niwas Sharma (DIN: 08427985) as the Director of the Company**

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

**“RESOLVED THAT** Mr. Ram Niwas Sharma (DIN: 08427985) who was appointed as an Additional Director of the Company w.e.f. 23/08/2019 in terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made there under and whose term of office expires at the forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

**For and on Behalf of the Board of Directors of  
Advik Laboratories Ltd.**

**Sd/-  
(Peeyush Kumar Aggarwal)  
Chairman  
DIN : 00090423**

**Date: 23<sup>rd</sup> August, 2019  
Place: New Delhi**

**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 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 Thursday, 19<sup>th</sup> September, 2019 to Wednesday, 25<sup>th</sup> September, 2019 (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 :
- To quote their folio Nos. in all correspondence.
  - To note that no gifts will be distributed at the meeting.
  - 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/Promoters 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 as well as to get their shares dematerialized to the company on and before 5th December, 2018. Pursuant to SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018. Please note that as per the aforesaid SEBI's notification, the requests for effecting transfer of securities shall not be processed after 05<sup>th</sup> December, 2018 unless the securities are held in dematerialised form with a Depository. In view of the above all the shareholders holding shares in physical form are requested to open a de-mat A/c with a Depository participants and get their shares dematerialised. Necessary communication in this regard has already been sent separately to the shareholders by the company.**
15. **Members/Promoters holding shares, of the Company in demat form shall provide the details of their Bank Account and E-mail Id to the RTA i.e. MAS Services Limited having registered office is T-34, 11nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020 and those holding shares in physical form will provide their Bank A/c details and E-mail Id to the Company. Necessary communication in this regard has already been sent separately to the shareholders by the company.**
16. 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 18<sup>th</sup> September, 2019 as a cut – off date to record the entitlement of the shareholders to cast their vote electronically at the 25th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently, the same cut-off date, i.e., 18<sup>th</sup> September, 2019 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 25<sup>th</sup> AGM on 25<sup>th</sup> September, 2019.

The e-voting period will commence at 9.00 A.M. on 21<sup>st</sup> September, 2019 and will end at 05.00 P.M. on 24<sup>th</sup> September, 2019. The Company has appointed Mr. Kundan Agrawal (Membership No. FCS- 7631& CP No. 8325), 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 **National Securities Depository Limited (NSDL)** as the Authorised Agency to provide remote e-voting facility.

For and on Behalf of the Board of Directors of  
Advik Laboratories Ltd.

Sd/-  
(Peeyush Kumar Aggarwal)  
Chairman  
DIN : 00090423

Date: 23<sup>rd</sup> August, 2019  
Place: New Delhi



## **VOTING THROUGH ELECTRONIC MEANS**

The procedure and instructions for e-voting as given in the Notice of the 25<sup>th</sup> Annual General Meeting are reproduced hereunder for easy reference:

- I. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
  - a. Open e-mail and open PDF file viz. "Advik-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>. Or <https://www.evotingindia.com/>
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "Advik Laboratories Limited". The "EVEN" of Advik Laboratories Limited is "111807"
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cskundanagrawal@gmail.com](mailto:cskundanagrawal@gmail.com) with a copy marked to [mail@advikindia.com](mailto:mail@advikindia.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. **In case of Members receiving Physical copy of Notice of 25<sup>th</sup> Annual General Meeting (for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
  - a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
  - A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18<sup>th</sup> September, 2019.
  - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 18<sup>th</sup> September 2019, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - F. 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.
  - G. 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.
  - H. Mr. Kundan Agrawal Practicing Company Secretary (Membership No. FCS -7631 & CP No. 8325), 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.
  - I. The e-voting period will commence at 09.00 A.M. on 21<sup>st</sup> September, 2019 and will end at 05.00 P.M. on 24<sup>th</sup> September, 2019.



- J. 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.
- K. The Scrutinizer shall after the conclusion of voting at the AGM, 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 Forty Eight hours 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.
- L. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.advikindia.com](http://www.advikindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited and ASE Limited.
- M. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

**For and on Behalf of the Board of Directors of  
Advik Laboratories Ltd.**

**Sd/-  
(Peeyush Kumar Aggarwal)  
Chairman  
DIN : 00090423**

**Date 23<sup>rd</sup> August, 2019  
Place: New Delhi**

#### **ANNEXURE TO THE NOTICE**

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

##### **Item No. 3:**

Mr. Manoj Kumar Jain is an Independent Non-Executive Director of the Company. At the Twentieth (20th) Annual General Meeting of the Company held on September 30, 2014, Members of the Company had approved appointment of Mr. Manoj Kumar Jain (DIN - 01887411) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from the Twentieth Annual General Meeting of the Company.

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director is eligible for re-appointment for a second term of up to 5 years upon passing of a Special resolution by the Shareholders of the Company.

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

As the current term of appointment of Mr. Manoj Kumar Jain (DIN - 01887411) is expiring at the ensuing Annual General Meeting of the Company, your Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee of the Board and his skills, extensive and enriched experience in diverse areas and suitability to the Company and after reviewing declaration of independence received from Mr. Manoj Kumar Jain, recommends re-appointment of Mr. Manoj Kumar Jain as an Independent Director for a second term of Five (5) years commencing from the date of this Twenty Fifth (25th) Annual General Meeting up to the Thirtieth (30th) Annual General Meeting of the Company. Requisite consent has been received from Mr. Manoj Kumar Jain pursuant to provisions of Section 152 of the Companies Act, 2013.

In the opinion of the Board, Mr. Manoj Kumar Jain, who is proposed to be re-appointed for the second term as an Independent Director of the Company, fulfils the conditions of Independence specified under Section 149(6), Schedule IV of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is Independent of the management.

Brief Profile of Mr. Manoj Kumar Jain (DIN: 01887411)





Mr. Manoj Kumar Jain, (DIN: 01887411) aged about 53 years is a Commerce Graduate and Management consultant by profession and advises on various aspects of management. He has a vast experience of 25 years in the field of General & Financial Management.

Mr. Manoj Kumar Jain holds directorship and membership of the Committees of the Board of Directors of the under stated other companies in India:

1. **North Eastern Carrying Corporation Limited \_\_ Independent Director**

- Audit Committee – Chairman
- Nomination & Remuneration Committee – Chairman
- Stakeholders Relationship Committee – Chairman

2. **MPS Infotecncs Limited \_\_ Independent Director**

- Audit Committee – Member
- Nomination & Remuneration Committee – Member
- Corporate Social Responsibility Committee – Member
- Risk Management Committee – Chairman
- Stakeholders Relationship Committee –Member

Mr. Manoj Kumar Jain, the proposed director, does not hold any equity shares in the Company.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Manoj Kumar Jain (whose appointment is proposed in the resolution) is in any way concerned or interested, financially or otherwise, in the passing of this resolution.

Your Board recommends the Special resolution as set out in Item No. 3 for your approval.

**Item No.4:**

The Company has availed financial assistance from Indian Overseas Banks since July 2007 and from time to time the credit facilities were renewed and/or enhanced. The Company for availing the credit facilities from Indian Overseas Bank mortgaged its property being 138, Roz-ka-Meo, Industrial Area, Sohna, Dist. Mewat, Haryana-122103. Apart from mortgaging the said property, the credit facility is also secured by way of corporate guarantee of Omkam Pharmaceuticals Pvt. Ltd, one of the promoters of the Company and personal Guarantee of Mr. Peeyush Kumar Aggarwal, Promoter and Director of the Company.

The company's revenues started to decline from the FY 2015-16, as is evident from the financial statements, because of which the company started facing cash crunch, consequently the company could not service its debts to Indian Overseas Bank and the account turned NPA. The Company could not come out of the financial crunch as the revenues from operations continued to decline year after year.

As the company was unable to service its debts to Indian Overseas Bank, the bank, pursuant to the provisions of Securitization & Reconstruction of Financial Assets & Enforcement of Security Interest Act, 2002, took symbolic possession of the Mortgaged property on 30.11.2016 / 01.12.2016 and thereafter preferred an application u/s. 19 of The Recovery of Debts due to Banks and Financial Institutions Act, 1993 for recovery of 9,85,81,666.72p (Rupees Nine crores, eighty five lacs, eighty one thousand, six hundred sixty six and paise seventy two only) on 07.02.2017 before Debt Recovery Tribunal - II, New Delhi. The case is still pending before the Debt Recovery Tribunal - II, New Delhi. Several initiatives such as launching of new products, substantial improvements in quality and service, cost reduction etc. were taken in the past. However, the performance of the Unit did not improve.

However, in light of the changing economic scenario and due to considerable increase in operational cost, increasing competitive environment not only from the organized sector but also from the unorganized sector, coupled with mounting pressure from the bank in selling the unit, manufacturing facility became uncompetitive.

During the pendency of the recovery suit filed by Indian Overseas Bank, the management of the Company, after several rounds of negotiations, had been able to settle with the bank. Against total outstanding of Rs. 12.50 Cr,





the bank has agreed for a one time settlement at Rs. 8.30 Cr. The Company had received a sanction letter from Indian Overseas Bank for One Time Settlement.

Pursuant to One time Settlement with Bank and after considering various options, the Board decided to sell the same in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 23-08-2019 approved to sell / dispose off its pharmaceutical manufacturing Unit situated at 138, Roz-ka-Meo, Industrial Area, Sohna, Dist.: Mewat, Haryana 122103. together with all specified tangible and intangible assets in relation to the Undertaking (excluding its brand name and the specific liabilities), on a slump sale basis as a going concern and on an "as is where is" basis.

The net proceeds from the sale of the Undertaking will be utilized to repay the existing loans and reduce interest burden, and enhancement of working capital of the Company or general business purpose. The sale of the said Undertaking will not have any impact on the Company's trading business which it may start in the near future.

The Board of Directors is of the opinion that the proposed sale of the Fixed Assets of the company is in the overall interest of the Company. The proposed Special Resolution provide adequate flexibility and discretion to the Board to finalize the terms of the sale in consultation with the advisors, experts or other Authorities as may be required.

In terms of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the company without the consent of the members by way of a special resolution. In view of the provisions contained in Companies Act, 2013 & Listing Regulations, 2015, the Company requires an approval of the Members of the Company through a Special Resolution, to sell / transfer / dispose off its pharmaceutical Manufacturing Unit situated at 138, Roz-ka-Meo, Industrial Area, Sohna, Dist. Mewat, Haryana 122103 ("Undertaking"), together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking but excluding its brand name, as a going concern / on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, in terms of Section 180(1)(a) of the Companies Act, 2013.

In compliance with the applicable provisions of the Companies Act, 2013, the Special Resolution as set out in Item No. 4 of the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives, in any way, deemed to be concerned or interested, financially or otherwise, in the special resolution as set out in the notice.

The Board recommends the resolution as set out in Item no. 4 of the Notice for approval of the Shareholders.

**Item No. 5:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up capital of Rs. Ten Crores or more, prior approval of shareholders must be obtained for entering into following Related Party Transactions:

1. Sale, purchase or supply of any goods or materials,
2. Selling or otherwise disposing of, or buying, leasing of property of any kind,
3. Availing or rendering of any services,
4. Appointment of any agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties,
5. Appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties.

The proviso to Section 188(1) also states that nothing in Section 188(1) will apply to any transaction entered into by the Company in the ordinary course of business and at arm's length basis. Regulation 23 of the SEBI (Listing



Obligations and Disclosure Requirement) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions.

The Company is inter alia engaged in the business of manufacturing, trading, import and export of pharmaceutical products. For the smooth functioning of the operations of the company, the company, from time to time, needs funds. Further, at times the excess funds are deployed in companies in which the Director(s) of the Company are interested. The deployments of funds in such companies are at an arm's length basis. The Promoter Director of the Company and his associate companies had been infusing and intends to infuse funds and intends to involve in other transactions as are mentioned in Section 188(1) of the Companies Act, 2013 and Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 that may become material in nature as these transactions are likely to exceed 10% of the net worth of the Company or may exceed the other perimeters/criteria's as are mentioned in applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length. Pursuant to the provisions of Section 188(1) of the Companies Act, 2013 and applicable Rules made thereunder and the SEBI (Listing and Disclosure) Regulations, 2015, the following contracts/arrangements/transactions are material in nature and require the approval of the unrelated shareholders of the Company by way of Ordinary resolution:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from April 01, 2019 (Rs. in lacs)
1	Mr. Peeyush Kumar Aggarwal	Director & Promoter of the Company	50.00*
2	Omkam Global Capital Pvt. Ltd.	Mr. Peeyush Kumar Aggarwal, Director & Promoter of the Company is also a Director & Promoter of Omkam Global Capital Pvt. Ltd.	500.00*
3	Omkam Developers Limited	Mr. Peeyush Kumar Aggarwal, Director & Promoter of the Company is also a Director & Promoter of Omkam Developers Limited.	600.00*

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The members are further informed that members of the Company being a related party or having any interest in the resolution as set out in Item No. 5 shall abstain on voting on this resolution whether the entity is a related party to the particular transaction or not.

Except Mr. Peeyush Kumar Aggarwal, Promoter Director of the Company and other related parties to the extent of their shareholding interest in the Company, no other Director or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in passing of this resolution.

The Board recommends the resolution as set out in Item no. 5 of the Notice for approval of the Shareholders.

**ITEM NO. 6:**

Pursuant to the provisions of Sections 197, 203 read with Section 2(54) of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (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, and pursuant to the recommendations of the Nomination and Remuneration Committee, the Board recommends to appoint Mr. Peeyush Kumar Aggarwal (holding DIN 00090423) as the Managing Director of the Company with effect from 25th September, 2019 on the terms and conditions and remuneration hereinafter indicated. The said appointment is subject to the approval of the Members of the Company in General Meeting.

**Brief Profile of Mr. Peeyush Kumar Aggarwal**

Mr. Peeyush Aggarwal, aged about 56 years, is a fellow Member of the Institute of Chartered Accountants of India. He has rich experience of over 30 years. A first generation Entrepreneur having a clear business vision and practicing a hands-off approach. He has mastered the art of Mergers & Acquisitions. His business interests today are in the areas of Information Technology; Telecom VAS; Digital Cinema ; Retail ; Broking (Shares, Commodities, Insurance) ; Real Estate ; Construction & Hospitality. In addition, he has had an extensive experience in strategic and feasibility consulting, preparing business plans, conducting due diligence, reviews and business valuation. He has had significant expertise in assisting Indian Companies in financial and management audits. He also has rich and vast experience in the field of Corporate Laws, Finance and Taxation, Project Management etc.

The terms of appointment and Remunerations of Mr. Peeyush Kumar Aggarwal as Managing Director of the Company are as under:

**Terms & Conditions of Appointment:**

**a) 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

**b) Remuneration:**

At present NIL for his tenure of Five years. However, the Board or any Committee thereof in its absolute discretion may from time to time will review the salary that may be payable to Mr. Peeyush Kumar Aggarwal 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 and Rules made thereunder.

**c) Functions:**

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

**d) Sitting Fees:**

No sitting fees shall be paid to Mr. Peeyush Kumar Aggarwal at present to attend the Board Meetings/Committee Meetings of the Directors.

**e) Termination:**

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

If in future the Company decides to pay remuneration to Mr. Peeyush Kumar Aggarwal, as Managing Director, of the Company, a fresh approval from the shareholders of the Company shall be obtained.

Mr. Peeyush Kumar Aggarwal holds 19,57,159 Shares constituting 10.24 % of the Paid up Share Capital of the Company.

Mr. Peeyush Kumar Aggarwal, Director, holds directorship in following companies, including Advik Laboratories Limited.:



S.No	Name of the Companies	Designation
1	MPS INFOTECNICS LIMITED	Managing Director
2	INTERWORLD DIGITAL LIMITED	Director
3	ADVIK LABORATORIES LIMITED	Director
4	ONUS PLANTATIONS AND AGRO LIMITED	Director
5	NIRVANA BIOSYS PRIVATE LIMITED	Director
6	PRASHANT SOFTWARES PRIVATE LIMITED	Director
7	PURNAGIRI ROPEWAY PROJECT COMPANYPRIVATE LIMITED	Director
8	MPS EXIM PRIVATE LIMITED	Director
9	ADVANTA BUILDWELL PRIVATE LIMITED	Director
10	POWERSOFT SOLUTION PRIVATE LIMITED	Director
11	MPS FASHIONS PRIVATE LIMITED	Director
12	WELCOME BUILDERS PRIVATE LIMITED	Director
13	OMKAM CAPITAL MARKETS PRIVATE LIMITED	Director
14	OMKAM DEVELOPERS LIMITED	Director
15	ONTIME CARGO AND COURIERS PRIVATELIMITED	Director
16	OMKAM COMMODITIES PRIVATE LIMITED	Director
17	OMKAM SECURITIES PRIVATE LIMITED	Director
18	OMKAM GLOBAL CAPITAL PRIVATE LIMITED.	Director
19	BHIKSHU ENTERPRISES PRIVATE LIMITED	Director

Your directors are of the view that the company would be immensely benefited by the expertise and guidance of Mr. Peeyush Kumar Aggarwal and therefore recommends his appointment as Managing Director of the Company for approval of the members in Item no. 6 of this notice convening Annual General Meeting.

Except Mr. Peeyush Kumar Aggarwal, being an appointee, none of the Directors, Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the resolution set out in Item no. 6.

The Board of Directors recommends the resolution as set out in Item no. 6 for approval by the members.

**ITEM NO. 7:**

Mr. Ram Niwas Sharma was appointed as an Additional Director of the Company by the Board of Directors with effect from 23.08.2019 and in terms of relevant provisions of the Companies Act, 2013 and Rules made thereunder, he holds office till the conclusion of this Annual General Meeting.

The Company has received a notice under Section 160 of the Act alongwith deposit of requisite amount proposing his candidature for the office of director liable to retire by rotation.

Mr. Ram Niwas Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Board has recommended the appointment of Mr. Ram Niwas Sharma as a Director of the Company whose term of office is liable to retirement by rotation. In the opinion of the Board, Mr. Ram Niwas Sharma fulfils the conditions specified in the Act and the Rules framed there under for his appointment as Non-Executive Director of the Company liable to retire by rotation.

In compliance with the provisions of Section 149 of the Act, the appointment of Mr. Ram Niwas Sharma as a Director of the company liable to retire by rotation is now being placed before the members for their approval.



**A brief profile of Mr. Ram Niwas Sharma is given below.**

Mr. Ram Niwas Sharma, aged 47, has more than two decades of experience in the corporate sector at various levels including stock broking, marketing and general administration. Considering his vast and rich experience, the Board of Directors of the Company has appointed him as a Non-Executive Director of the Company.

At present, Mr. Ram Niwas Sharma is not holding directorship and membership in any committees of any other listed and public limited Companies.

Mr. Ram Niwas Sharma (having DIN: 08427985) does not have any relationship with any of the existing directors and Key Managerial Personnel and he does not hold any shares in the Company.

Mr. Ram Niwas Sharma, Director, holds directorship in following companies, including Advik Laboratories Limited.:

<b>S.No</b>	<b>Name of the Companies</b>	<b>Designation</b>
1.	Advik Laboratories Limited	Additional Director
2.	Neelabh Spinning Mills Private Limited.	Director
3.	Omkam Pharmaceuticals Private Limited	Director
4.	Omkam Retreat Private Limited	Director
5.	Omkam Inns Private Limited	Director
6.	Omkam Resorts Private Limited	Director
7.	Onshore Shipping Limited.	Director
8.	Heritage Corporate Services Limited	Director
9.	Square Yards Estates Private Limited	Director
10.	Radsun Technologies Limited	Director
11.	Omkam Securities Private Limited	Director
12.	Omkam Consultancy Private Limited	Director

The Board considers that his association would be of immense benefit to the Company. Therefore, it is desirable to avail services of Mr. Ram Niwas Sharma as a Non-Executive Director of the Company.

Except Mr. Ram Niwas 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 as set out in Item no. 7 for approval by the members

**For and on Behalf of the Board of Directors of  
Advik Laboratories Ltd.**

**Sd/-  
(Peeyush Kumar Aggarwal)  
Chairman  
DIN : 00090423**

**Date: 23<sup>rd</sup> August, 2019  
Place: New Delhi**