



Aarti Drugs Limited

Manufacturers of : Bulk Drugs & Chemicals

Corporate Office : Mahendra Industrial Estate,
Ground Floor, Plot No. 109-D, Road No. 29,
Sion (East), Mumbai - 400 022. (India)
Tel. : 022-2407 2249 / 2401 9025 (30 Lines)
Fax.: 022-2407 3462 / 2407 0144
Email: admin@aartidrugs.com
website: www.aartidrugs.com
CIN No.:L37060MH1984PLC055433

Ref: ADL/SE/2018-19

Date: 20th July, 2018

To,
Department of Corporate Service,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
BSE ID: AARTIDRUGS
BSE CODE - 524348

To,
National Stock Exchange of India Limited,
"Exchange Plaza", Bandra - Kurla Complex,
Bandra (E), Mumbai - 400051
NSE SYMBOL: AARTIDRUGS

Sub: Notice of 33rd Annual General Meeting under Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Notice of Book Closure

Dear Sir/Madam,

This is to inform you that 33rd Annual General Meeting (AGM) of the members of the Company will be held on **Friday, 10th August, 2018 at 11.30 a.m.** at TIMA Hall, M.I.D.C. Tarapur, Dist. Palghar - 401 506, Maharashtra.

A copy of the Notice of AGM is enclosed herewith and the Annual Report is made available on the website of the Company, viz. www.aartidrugs.co.in.

As per Section 108 of the Companies Act, 2013 read with 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 Listing Regulations, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means. The instructions for voting through electronic means are mentioned in the Notice convening 33rd AGM of the Company.

The Directors have recommended a Final Dividend of 10% of Face Value of Rs. 10/- each i.e. Re. 1/- per Equity share for approval by the shareholders at the forthcoming AGM of the Company.





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Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed for the purpose of payment of Final Dividend, if approved at AGM, from **Friday, 3rd August, 2018 to Friday, 10th August, 2018 (both days inclusive).**

- to the members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as at the close of business hours on Record Date i.e. **Friday, 3rd August, 2018;**
- to those members whose name appears on the Company's Register of Members as on the Record Date i.e. **Friday, 3rd August, 2018.**

This is for your information and records.

Thanking You,

Yours faithfully,
For Aarti Drugs Limited

Vibhav S. Ranade
Company Secretary & Compliance Officer



Encl: A/A

CC:

National Securities Depository Limited
Trade World, A Wing, 4th & 5th Floors,
Kamala Mills Compound, Lower Parel,
Mumbai - 400 013, Maharashtra

Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers, 16th Floor,
Dalal Street, Mumbai - 400 023, Maharashtra

Link Intime (India) Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli
(West), Mumbai - 400 083, Maharashtra

Notice

NOTICE is hereby given that the **THIRTY THIRD ANNUAL GENERAL MEETING** of the members of **AARTI DRUGS LIMITED** (“the Company”) will be held on **Friday, 10th August, 2018** at **11.30 a.m.** at TIMA Hall, MIDC Tarapur, Dist. Palghar - 401 506, Maharashtra, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2018, the reports of the Board of Directors and the Auditors thereon.
2. To declare a Final Dividend on Equity Shares.
3. To appoint a Director in place of Shri Uday M. Patil (DIN: 01186406), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard, 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 139, 141, 142, other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) and as per recommendation of the Audit Committee, M/s. Kirtane

& Pandit LLP, Chartered Accountants (Firm Regn. No. 105215W/W100057), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 33rd AGM till the conclusion of the 34th AGM of the Company on such remuneration plus applicable taxes and reimbursement of out of pocket expenses as shall be decided/approved by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. To approve Cost Auditor’s Remuneration and in this regard, 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 and other applicable provisions, if any, of the Companies Act, 2013 read with 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 ₹ 3,00,000/- (Rupees Three Lacs only) as approved by the Board of Directors based on the recommendations of Audit Committee, to be paid to M/s. GMVP & Associates LLP, Cost Accountants, to conduct the Audit of the cost accounting records of the Company, for the financial year ending 31st March, 2019, be and is hereby ratified and confirmed.”

Registered Office:
Plot No. 198, MIDC Tarapur,
Village - Pamtermbhi,
Dist. Palghar - 401 506,
Maharashtra

Place: Mumbai
Date: 16th May, 2018

By Order of the Board of Directors
of Aarti Drugs Limited

Sd/-
Vibhav S. Ranade
Company Secretary & Compliance Officer
ICSI M. No. A35284

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act in respect of the Special Business under Item No. 5 above is annexed hereto and forms part of the Notice.
 2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY/PROXIES 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 (10%) of the total share capital of the Company. Further, a Member holding more than ten percent (10%) 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 proxy for any other person or Member.
 3. The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
 4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representatives to attend and to vote on their behalf at the meeting.
 5. 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.
 6. Members/Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
 7. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
 8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 3rd August, 2018 to Friday, 10th August, 2018 (both days inclusive).
 9. Pursuant to the provisions of Section 124 of the Act and the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after completion of 7 (seven) years. Further, according to the IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.
- All unclaimed dividends and corresponding shares for F.Y. 2009-10 and 2010 – 11 have been transferred to the IEPF of the Central Government. The shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are available on the Company's website at www.aartidrugs.co.in and the Ministry of Corporate Affairs' website at www.mca.gov.in.
10. The Dividend on Equity Shares, if declared at the Meeting, will be paid on or before Friday, 7th September, 2018 to those members –
 - a) whose name appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / M/s. Link Intime India Private Limited, Registrar & Share Transfer Agent ("Company's RTA") of the Company on or before Friday, 3rd August, 2018.
 - b) whose name appear as Beneficial Owners in the list of Beneficial Owners as on Friday, 3rd August, 2018 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
 11. All documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company and at Corporate Office at Mahendra Industrial Estate, Ground Floor, Plot No. 109-D, Road No. 29, Sion (East), Mumbai – 400 022, Maharashtra on all working days during 11.00 a.m. to 1.00 p.m. up to the date of the AGM.
 12. The matters set out in the Notice will be transacted *inter-alia* through remote electronic voting system and the Company is providing facility *inter-alia* for remote e-voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under **Note No. 22**.
 13. Members holding shares in physical form are requested to inform Company's RTA immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details etc. to their

respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the Members.

14. Members holding shares in dematerialized form are requested to register their latest Bank Account details like Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFSC code and Permanent Account Number (PAN) with their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA as the same is mandated by the Securities and Exchange Board of India ("SEBI").
 15. The Company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their e-mail addresses to the Company's RTA sending an e-mail at rnt.helpdesk@linkintime.co.in or to the Company at investorrelations@aartidrugs.com.
 16. The SEBI has mandated the submission of the PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra or at rnt.helpdesk@linkintime.co.in.
 17. All correspondence including share transfer documents should be addressed to Company's RTA viz. Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, Tel. 022 – 4918 6270 and Email ID: rnt.helpdesk@linkintime.co.in.
 18. Queries on accounts may please be sent to the Company 10 (Ten) days in advance of the AGM so that the answers may be made available at the meeting.
 19. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations") and as per Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking appointment/re-appointment at the AGM, is furnished as an annexure to this Notice.
 20. Electronic Copy of the Annual Report for F.Y. 2017-18 is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for F.Y. 2017-18 are being sent by the permitted mode. Members may also note that the Notice of the 33rd AGM and the Annual Report for F.Y. 2017-18 will be available on the Company's website viz. www.aartidrugs.co.in. Members are requested to support Green initiative by registering / updating their email address with the Depository Participant (in case of shares in dematerialized form) or with Company's RTA (in case of shares held in physical form).
 21. A route map showing directions to the venue of the 33rd AGM is given at the end of this Notice as per the requirement of the Secretarial Standard – 2 on General Meetings issued by ICSI.
- 22. Voting through electronic means**
- I. In compliance with provisions of Section 108 of the Act, 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 LODR Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 33rd 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 CDSL.
 - II. 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.
 - III. The instructions for shareholders voting electronically are as under:
 - (i) The remote e-voting period begins on Monday, 6th August, 2018 at 9.00 a.m. and ends on Thursday, 9th August, 2018 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 (record date) of Friday, 3rd August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

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- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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- 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.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
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- If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the
- Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones.

Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, Hindu Undivided Family, Non-Resident Indians etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 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.
- 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.

Registered Office:
Plot No. 198, MIDC Tarapur,
Village - Pamtermbhi,
Dist. Palghar - 401 506,
Maharashtra

Place: Mumbai
Date: 16th May, 2018

23. Voting at AGM

The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangement of poll in this regard at the AGM venue.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT

ITEM NO. 5

In pursuance of Section 148 of the Act and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, a proposal for appointment of Cost Auditor for F.Y. 2018-19 was recommended by the Audit Committee. The Board has appointed M/s. GMVP & Associates LLP, Cost Accountant, as Cost Auditor to conduct the audit of the cost accounting records of the Company at a remuneration of ₹ 3,00,000/- (Rupees Three Lacs only) plus taxes as applicable for the financial year ending 31st March, 2019.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

Your Directors recommend the resolution at Item No. 5 for your approval as an Ordinary Resolution.

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

**By Order of the Board of Directors
of Aarti Drugs Limited**

**Sd/-
Vibhav S. Ranade
Company Secretary & Compliance Officer
ICSI M. No. A35284**

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING AGM

[Pursuant to Regulation 36 of SEBI LODR Regulations and Clause 1.2.5 of Secretarial Standards -2 on General Meetings issued by ICSI]

Name of Director	Shri Uday M. Patil
Date of birth and age	23.06.1963 (55 years)
Date of Appointment	18.10.2000
Qualifications	H.S.C.
Experience and expertise in specific functional areas	He has good experience in factory administration work and liaisons with various Government/ Semi Government department and agencies.
Directorships held in other Listed Companies	-
Memberships/Chairmanships of committees across listed Companies	-
Number of shares held in the Company	12,590
Relationship with other Directors	Brother of Shri Prakash M. Patil
No. of Board Meetings attended	5

Route Map to the venue of the 33rd Annual General Meeting

