

Date: July 31, 2019

To,
The Secretary,
Listing Department,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.
Scrip Code: 540737

Dear Sir,

Sub: Annual Report for FY 2018-19 and Notice of AGM

Pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Annual Report of the Company for the year 2018-19 and Notice of 24th Annual General Meeting of the Company to be held on Saturday, 31st August, 2019 at 11:30 a.m. at Plot No. 6011, GIDC, Ankleshwar - 393002, Gujarat.

Please take the same on records.

Thanking you,

Yours Faithfully,

For, SHREE GANESH REMEDIES LIMITED



Chandulal Manubhai Kothia
Managing Director
DIN: 00652806





SHREE GANESH REMEDIES LIMITED

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A black and white photograph of a hand holding a large, multi-ring binder or folder. The hand is positioned at the top right of the folder, and the folder is filled with papers. The background is a light, textured surface.

NOTICE

to Shareholders

Notice of 24th Annual General Meeting

31ST AUGUST 2019 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

NOTICE is hereby given that 24th Annual General Meeting of the Members of Shree Ganesh Remedies Limited will be held on Saturday, August 31, 2019 at 11.30 AM at the Registered Office of the Company situated at Plot No. 6011, G.I.D.C., Ankleshwar 393002, Gujarat to transact the following business: -

ORDINARY BUSINESS:

1 Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution** :

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted"

2 Appointment of a Director retiring by rotation

To appoint Shri Ashokkumar Manubhai Kothia, who retires by rotation and being eligible, offers himself for re-appointment as a Director 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 152 of the Companies Act, 2013, Shri Ashokkumar Manubhai Kothia (DIN: 01076171), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3 Declaration of Dividend

To declare dividend of ₹1.25/- per Ordinary (equity) Share of ₹10/- each for the Financial Year 2018-19.

SPECIAL BUSINESS:

4 Appointment of Ms. Jigisha Jivrajbhai Kakadiya as an Independent Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Ms. Jigisha Jivrajbhai Kakadiya (DIN: 07740499), who was appointed as an Additional Director of the Company with effect from May 18, 2019 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Director of the Company to hold office for a term of five consecutive years commencing from May 18, 2019."

5 Appointment of Mr. Hasmukhbhai Manubhai Kothia as Wholetime Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to provisions of Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactments thereof, for the time being in force), Mr. Hasmukhbhai Manubhai Kothia (DIN: 01076206) be and is hereby appointed as Whole Time Director of the Company for a period of five years commencing from May 18, 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



Notice of 24th Annual General Meeting

31ST AUGUST 2019 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

6 Appointment of Mr. Ashokkumar Manubhai Kothia as Wholetime Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** :

"**RESOLVED THAT** pursuant to provisions of Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or reenactments thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Ashokkumar Manubhai Kothia (DIN: 01076171) as Whole Time Director of the Company for a period of five years commencing from May 18, 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of directors
For Shree Ganesh Remedies Ltd.

-Sd/-

Aditya Patel

Company Secretary

Place: Ankleshwar

Date: 18th May 2019

NOTES

- 1 The Company got listed with BSE on SME platform on 13th October, 2017.
- 2 A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later 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 the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
- 3 In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013, SME listed Company is not Mandatory to provide E-voting Facility.
- 4 Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- 5 Pursuant to SEBI (LODR) Regulations, 2015, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.
- 6 A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
- 7 Shareholders are requested to bring their copy of Annual Report to the meeting.
- 8 Members/Proxies should fill Attendance Slip for attending the meeting.
- 9 The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday the 24th August, 2019 to Saturday the 31st August, 2019 (both days inclusive)**. The Record date / Cut-off date to determine the eligibility of members for the purpose of voting at the 24th Annual General Meeting is **Friday the 23rd August, 2019**.



Notice of 24th Annual General Meeting

31ST AUGUST 2019 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

- 10 Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
- 11 Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the administrative office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- 12 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
- 13 Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
- 14 The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2019 is uploaded on the Company's website www.ganeshremedies.com and may be accessed by the members.
- 15 Electronic copy of the Annual Report for 2018-19 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 address, a physical copy of the Annual Report for 2018 -19 is being sent in the permitted mode.

NOTE: E-voting Facility shall not apply to companies referred to in Chapter XB or Chapter XC of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR regulations") along with companies with less than 1000 members. Chapter XB of the ICDR regulations deals with the issue of specified securities by small and medium enterprises and Chapter XC of the ICDR regulations relates to listing on the exchange made possible without bringing an initial public offer by small-and-medium enterprises ("SMEs").

By order of the Board of directors
For Shree Ganesh Remedies Ltd.

-Sd/-

Aditya Patel

Company Secretary

Place: Ankleshwar

Date: 18th May 2019

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

Item no. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Ms. Jigisha Jivrajbhai Kakadiya as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). As an Additional Director, Ms. Jigisha Kakadiya holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying her intention to propose the appointment of Ms. Jigisha Kakadiya as a Director of the Company. The Company has also received a declaration from Ms. Jigisha Kakadiya confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Ms. Jigisha Kakadiya is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. In the opinion of the Board, Ms. Jigisha Kakadiya fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.



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A copy of the draft letter of appointment for Independent Director, setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.ganeshremedies.com

Ms. Jigisha Kakadiya is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Ms. Jigisha Kakadiya and her relatives, are in any way, concerned or interested in the said resolution. The resolution as set out in item No. 4 of this Notice is accordingly commended for your approval.

Item no. 5

The Board of Directors of the Company ("the Board") at its meeting held on May 18, 2019 has, subject to approval of members, appointed Mr. Hasmukhbhai Manubhai Kothia (DIN: 01076206) as a Wholetime Director, designated as Executive Director, for a period of 5 (five) years commencing from, May 18, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRC Committee') of the Board and approved by the Board.

A copy of the draft letter of appointment for Wholetime Director, setting out the terms and conditions for appointment of Wholetime Director is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.ganeshremedies.com

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Hasmukhbhai Manubhai Kothia as a Wholetime Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Item 6

The Board of Directors of the Company ("the Board") at its meeting held on May 18, 2019 has, subject to approval of members, appointed Mr. Ashokkumar Manubhai Kothia (DIN: 01076171) as a Wholetime Director, designated as Executive Director, for a period of 5 (five) years commencing from, May 18, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRC Committee') of the Board and approved by the Board.

A copy of the draft letter of appointment for Wholetime Director, setting out the terms and conditions for appointment of Wholetime Director is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.ganeshremedies.com

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Ashokkumar Manubhai Kothia as a Wholetime Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Profile of Directors (seeking appointment/re-appointment):

Mr. Hasmukh Manubhai Kothia

Mr. Hasmukh Manubhai Kothia, aged 64 years, has done Bachelors in Pharma and is a Director and Promoter of the Company since Incorporation. He looks and heads the Manufacturing processes of the pharma intermediates in the Company. He has over 24 years of experience and well versed with all the segments of the Company.

Mr. Ashokkumar Manubhai Kothia

Mr. Ashokkumar Manubhai Kothia, aged 50 years is a Director and Promoter of the Company since Incorporation. He looks and heads the Manufacturing processes of the pharma intermediates in the Company. He has over 22 years of experience in Pharmaceutical API.

Ms. Jigisha Jivrajbhai Kakadiya

The Board hereby informs to the Members that Ms. Jigisha Jivrajbhai Kakadiya is a Chartered Accountant, she is expert in Accounting and Taxation matters and has over 15 years of experience serving small and mid-sized clients in several sectors in areas of Finance, Accounting, Audit and Taxation. She is young and dynamic and very adaptable and updated to the changing legislations. This may strengthen to the knowledge of the board.



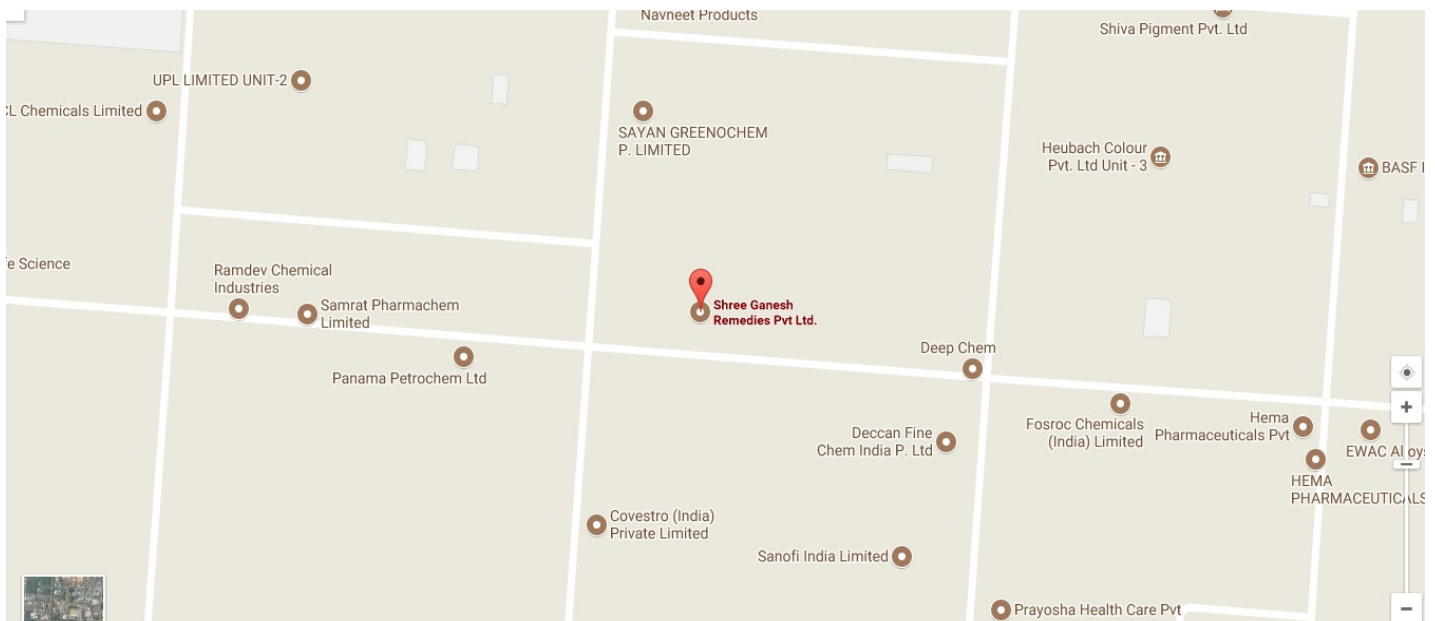
Notice of 24th Annual General Meeting

31ST AUGUST 2019 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE 24th ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SEBI LISTING REGULATIONS

Name of Director	Mr. Hasmukh Manubhai Kothia (DIN: 01076206)	Mr. Ashokkumar Manubhai Kothia (DIN: 01076171)	Ms. Jigisha Jivrajibhai Kakadiya (DIN: 07740499)
Terms and conditions of appointment/reappointment	Whole time Director, liable to retire by rotation	Whole time Director, liable to retire by rotation	Independent Director not liable to retire by rotation
Date of Birth	01/07/1955	01/06/1969	10/01/1979
Date of Appointment	27/04/1995	27/04/1995	18/05/2019
Relationship with other Directors Inter se	Brother of Mr. Chandulal Manubhai Kothia and Ashokkumar Manubhai Kothia	Brother of Mr. Chandulal Manubhai Kothia and Hasmukhbhai Manubhai Kothia	None
No. of Equity Shares held in the Company	7,59,246 Shares	3,00,000 Shares	6,000 Shares
List of other Companies in which Directorships are held	Nil	Nil	Non-Executive Director in M/s GJK Consultants Pvt Ltd
List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held	He is also a member in the Stake Holder Relationship Committee of the Company	He is a not a member in any Committee of any Company	She is a member in Nomination & Remuneration Committee of the Company
No of Meetings of the Board attended during the FY 2017-18	Five	Five	Nil
Remuneration drawn in the Company for the FY 2017-18	₹ 11,40,000	₹ 11,40,000	Nil
Remuneration sought to be paid	Nil	Nil	Nil

Route Map to the Venue of Annual General Meeting





SHREE GANESH **REMEDIES** LIMITED

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A black and white photograph of a large audience seated in a conference hall, viewed from behind. In the foreground, a mannequin wearing a white shirt and a textured, dome-shaped hat is seated in the audience. The image is overlaid with large, diagonal, semi-transparent geometric shapes in red and dark blue. The text 'ATTENDANCE & PROXY SLIPS' is positioned in the bottom left corner, overlaid on the dark blue shape.

ATTENDANCE & PROXY SLIPS

Proxy Form

31ST AUGUST 2019 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY



Registered Office Plot No. 6011, G.I.D.C., Ankleshwar 393002, Gujarat
 CIN: L24230GJ1995PLC025661
 Email: investors@ganeshremedies.com

Form No. MGT 11: Pursuant to section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014			Proxy Form
Name of Member		Registered address & Email Id:	
Folia		No. of equity shares	

I / We, being the member(s) of _____ shares of the above company, hereby appoint below at sr. no. 1 or failing him sr. 2

Sr. No	Name of Proxy	Address & email Id	Signature
1			

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Saturday, 31st August, 2019 at 11:30 A.M. at Plot No. 6011, G.I.D.C., Ankleshwar – 393002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Resolutions	Vote (optional, see Note 2)	
		For	Against
1	To consider and Adopt Audited Financial Statements for the year ended on March 31, 2019, together with reports of Director and Auditor's thereon;		
2	To consider re-appointment of Mr. Ashokkumar Kothia (DIN : 01076171), who retires by rotation and being eligible, offers himself for re-appointment;		
3	To confirm the payment of Final Dividend on Equity Shares declared by the Board of Directors.		
4	To appoint Ms. Jigisha Kakadiya as Independent Director of the Company, not liable to retire by rotation.		
5	Appointment of Mr. Hasmukhbhai Manubhai Kothia as Wholetime Director of the Company		
6	Appointment of Mr. Ashokkumar Manubhai Kothia as Wholetime Director of the Company		

Signed this _____ day of _____ 2019

Signature of Proxy holder(s)

Signature of Shareholder

Affix
revenue
stamp

Notes:-

1. This form of proxy in order to be effective should be duly stamped, completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.
3. Proxy need not be a member of the Company.
4. A person can act as Proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of total share capital of the Company. Members holding more than ten percent of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.



Attendance Slip

31ST AUGUST 2019 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY



Registered Office Plot No. 6011, G.I.D.C., Ankleshwar 393002, Gujarat
CIN: L24230GJ1995PLC025661
Email: chandu.kothia@ganeshremedies.com

Attendance Slip

I hereby certify that I am a registered member / proxy for the registered member of the Company

I hereby record my presence at the Twenty Fourth Annual General Meeting of the Company being held on Saturday, August 31, 2019 at 11.30 AM at the Registered Office of the Company situated Plot No. 6011, G.I.D.C., Ankleshwar 393002, Gujarat

Registered Folio No.	
Name and address of the Member	
Joint Holder 1	
Joint Holder 2	
No. of equity shares	

Name of the Proxy: _____

Signature of Proxy

Signature of Member

Notes:

1. A Member / Proxy attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance. Sign at appropriate place as applicable to you.
2. Body Corporate / Company, who are a member, may attend through its representative. Original copy of authorization / resolution should be deposited with the Company.
3. Please read the instructions printed under the Notes to the Notice of this Annual General Meeting.
4. A person can act as Proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of total share capital of the Company. Members holding more than ten percent of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.





SHREE GANESH **REMEDIES** LIMITED
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a part of



GANESH GROUP
OF INDUSTRIES

SHREE GANESH REMEDIES LTD

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Email: investors@ganeshremedies.com

www.ganeshremedies.com