



Corporate

Ind-Swift Limited

781, Industrial Area, Phase II,
Chandigarh-160 002 INDIA
Ph. 0172-4680800, 2638781
Fax. 0172-2652242
E-mail: corporate@indswift.com
CIN NO : L24230CH1986PLC006897

Ref.:ISL:CH:2018-19

Date: 06th September, 2018

The President,
Corporate Relationship Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai 400 001

The Vice President,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No.C/2, G-Block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

BSE Scrip Code: 524652

NSE Symbol: INDSWFTLTD

Sub: Notice of Annual General Meeting, Intimation of Annual Book Closure and E-Voting Schedule

Dear Sir,

In compliance of SEBI (LODR) Regulations, this is to inform the Exchange that the 32nd Annual General Meeting of the Company will be held on **Friday, 28th September, 2018 at 12:30 P.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31A, Chandigarh.** A copy of the Notice of AGM is enclosed for dissemination on the Website of the Exchange.

We also wish to inform that the Register of Members and Share transfer books of the Company will be closed from 24th September, 2018 to 28th September, 2018.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to its members holding shares on cut-off date i.e. 20th September, 2018 to exercise their right to vote by electronic means on all or any of the business specified in the Notice convening the AGM. The e-voting period commences on 25th September, 2018 at 09:00 A.M and ends on 27th September, 2018 at 05:00 P.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

You are requested to take note of the above information and display the same on the exchange website.

Thanking you,
For **IND-SWIFT LTD.**


AMRENDER KUMAR YADAV
COMPANY SECRETARY



Ind-Swift

Unit 3 Ph.: 01795-662800 - Unit 4 Ph.: 01795-645431

www.indswift.com

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of Ind-Swift Limited will be held on Friday, the 28th September, 2018 at 12.30 P.M. at PHD House, Sector 31, Chandigarh to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider, approve and adopt the Balance Sheet as at 31st March, 2018, Statement of Profit and Loss for the year ended 31st March, 2018 and the reports of Directors and Auditors thereupon.
2. To appoint Director in place of Sh. Navrattan Munjal (DIN No. 00015096) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Sh. Himanshu Jain (DIN No. 00014533) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:-

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S.P Sharma (DIN: 00475413), Independent Director, whose period of office is expiring on 31st March, 2019 and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of five (5) consecutive years commencing on April 1, 2019 and ending on March 31, 2024.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable

provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Vinay Arora (DIN: 06830624), Independent Director, whose period of office is expiring on 6th March, 2019 and who has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term in accordance with the provisions of the Companies Act, 2013, rules made thereunder and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a term of five (5) consecutive years commencing on March 7, 2019 and ending on March 6, 2024.

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

"RESOLVED THAT Sh. Jagvir Singh Ahluwalia (DIN: 06930649) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29th August, 2017 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 29th August, 2017, to hold office upto 28th August, 2022, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014 and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the re-appointment of Sh. S. R. Mehta (DIN 00005668), as Whole time director of the Company designated as the

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Chairman of the Company, for a period of five years with effect from 1st April, 2019 upto 31st March, 2024 with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his appointment in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 as may be agreed to by and between the Board and Sh. S. R. Mehta.

"RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorised to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

8. 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014, subject to the approval of the Central Government and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the payment of remuneration to Sh. S. R. Mehta (DIN 00005668), as Whole time director of the Company designated as the Chairman of the Company, for a period of three years with effect from 1st April, 2019 upto 31st March, 2022 as set out in the explanatory statement annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Sh. S R Mehta.

"RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

9. 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 Sections 196 and 203 read with Schedule V and other applicable

provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014 and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the re-appointment of Dr. Gopal Munjal (DIN 00005196), as Whole time Director of the Company designated as Managing Director & CEO of the Company, not liable to retire by rotation for a period of five years with effect from 1st April, 2019 upto 31st March, 2024 with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his appointment in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 as may be agreed to by and between the Board and Dr. Gopal Munjal.

"RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorised to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

10. 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014, subject to the approval of the Central Government and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the payment of remuneration to Dr. Gopal Munjal (DIN 00005196), as Whole time Director of the Company designated as Managing Director & CEO of the Company, not liable to retire by rotation, for a period of three years with effect from 1st April, 2019 upto 31st March, 2022 as set out in the explanatory statement annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Dr. Gopal Munjal.

"RESOLVED FURTHER THAT the Board or any committee

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thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

11. 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 Sections 196 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014 and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the re-appointment of Dr. V. R. Mehta (DIN 00010756), as Whole time director of the Company designated as the Joint Managing Director of the Company, not liable to retire by rotation, for a period of five years with effect from 1st April, 2019 upto 31st March, 2024 with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his appointment in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 as may be agreed to by and between the Board and Dr. V. R. Mehta.

"**RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorised to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

12. 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies Appointment and Remuneration of Managerial Personnel Rules, 2014, subject to the approval of the Central Government and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the payment of remuneration to Dr. V. R. Mehta (DIN 00010756), as Whole time director of the Company designated as the Joint Managing Director of the Company, not liable to retire by rotation, for a period of three years with effect from 1st April, 2019 upto 31st March, 2022 as set out in the explanatory statement annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate

with the liberty to the Board of Directors including any committee thereof (the "Board") to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Dr. V R Mehta.

"**RESOLVED FURTHER THAT** the Board or any committee thereof be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s V. Kumar & Associates, Cost Accountants, having Firm Registration No. 100137, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-19, amounting to Rs. 2 lakhs (Rupees Two Lakhs only) per annum plus GST as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

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

"**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to Dr. Jatender Kumar Kakkar (DIN: 00015493) aged 82 years, Independent Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 12th May, 2022 notwithstanding that he exceeds the prescribe age limit of 75 years."

Place: Chandigarh

By Order of the Board

Date: 14.08.2018

Sd/-

Amrender Kumar Yadav

Company Secretary



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NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect Item No's 04-14 is annexed hereto and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.
4. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
5. Duplicate attendance slip shall not be issued at the Annual General Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Annual General Meeting.
6. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the Annual General Meeting. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from

the Corporate/ Registered Office of the Company.

9. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 24th September, 2018 to Friday, 28th September, 2018, both days inclusive.
10. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company Secretary at the Registered office address.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at registered office address for the attention of Mr. Amrender Kumar Yadav, Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
13. All documents referred to in the accompanying notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 05.00 P.M. except holidays up to the date of Annual General Meeting.
14. Attention of members is hereby invited towards provisions of Section 188 (1) of the Companies Act 2013 wherein under second proviso thereto, no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.
15. Electronic copy of the Annual Report and Notice of the 32nd Annual General Meeting of the Company along with Attendance Slip and Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 32nd Annual General Meeting of the Company along

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with Attendance Slip, Proxy Form and instructions for e-voting is being sent through the permitted mode.

16. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cutoff date 20th September, 2018 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting is also enclosed.

The instructions for members for voting electronically are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

- (i) The voting period begins on 25th September, 2018 at 09.00 A.M and ends on 27th September, 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 i.e. 20th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

- (ii) Click on "Shareholders" tab.
- (iii) 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.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. 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.
- VI. 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- VII. After entering these details appropriately, click on "SUBMIT" tab.

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- VIII. 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.
- IX. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on EVSN No. 180828084<IND SWIFT LTD> to vote.
- XI. 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.
- XII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- XIII. 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.
- XIV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVI. 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.
- XVII. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- XVIII. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details by custodian a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(S).
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XIX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- XX. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013, or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- XXI. 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.
- XXII. 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

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only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XXIII. Mr. Vishal Arora, Company Secretary (Membership No. 4566) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XXIV. 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.
- XXV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XXVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.indswiftltd.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
- XXVII. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- XXVIII. Members who have not registered their e-mail address so far are requested to register their email addresses for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

Place: Chandigarh
Date: 14.08.2018

On behalf of
the board of Directors
Amrender Kumar Yadav
Company Secretary

ATTENTION FOR IMMEDIATE ACTION

Dear Shareholder(s),

1. Mandatory updation of PAN and Bank details against your physical holding

In order to facilitate payment of dividends, the Securities and Exchange Board of India (SEBI) has by its circular SEBI/HO/DOPI/CIR/P/2018/73 dated 20th April, 2018 mandated that the companies through their Registrar and Transfer Agents ("RTA") take special efforts for collecting copies of PAN and bank account details for the security of the holders holding securities in physical form.

Those security holders whose folio(s) do not have complete details relating to their PAN and Bank Account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration/ updation as the earliest possible.

Therefore you are requested to submit the following documents immediately to update in our records.

- Self-attested copy of PAN Card of the security holder.
- Cancelled Cheque leaf with name (if name is not printed, self-attested copy of the pass book showing the name of the account holder) of the first holder.
- Address proof (self-attested Aadhaar-card) of the first holder.
- Any change in the name of the holders

2. No physical transfers pursuant to SEBI- LODR notification

Shareholder having securities in physical form: The Securities and Exchange Board of India (SEBI) has notified vide no: SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 mandated that, except transmission / transposition of shares, request for transfer of shares in physical form shall not be processed by Companies or Registrar and Transfer Agents w.e.f. December 05, 2018. Hence investors are encouraged to de-mat their physical holding for any further transfer. In case if you have any queries or need any assistance in this regard, please contact at the Registered office of the Company

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Annexure to Notice:

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

For Item No. 4 & 5

Mr. S. P Sharma and Dr. Vinay Arora, were appointed as Independent Directors of the Company for a term of five (5) consecutive years, pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolutions passed at the 28th Annual General Meeting held on 30th September, 2014. As per the said resolutions, the term of appointment of Mr. S.P Sharma and Dr. Vinay Arora, Independent Directors expires on March 31, 2019 and March 6, 2019 respectively.

Considering the rich experience, knowledge, skills, valuable contributions to the Company and overall performance evaluation of both the Independent Directors, the Board of Directors of the Company in its meeting held on 14th August, 2018 had approved and recommended the re-appointment of Mr. S. P. Sharma and Dr. Vinay Arora as Independent Directors for a second term of five (5) consecutive years up to March 31, 2024 and March 6, 2024 respectively.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five (5) consecutive years on the Board of Directors of the Company and shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report.

Mr. S. P. Sharma and Dr. Vinay Arora individually have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director.

The Company has received notice in writing from a member proposing the candidature of Mr. S. P. Sharma and Dr. Vinay Arora to be re-appointed as Independent Directors of the Company in accordance with the provisions of the Companies Act, 2013.

Brief resume of the Directors, nature of their expertise in specific functional areas and names of companies in which they holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors interse is appended below:

Name of Director	Mr. S.P. Sharma	Dr. Vinay Arora
Age	63 Years	69 Years
Nationality	Indian	Indian
Date of Appointment	01.04.2014	07.03.2014
Shareholding in the Company	Nil	Nil
Qualifications	M.B.A (CA Inter)	M.Sc, Ph.d
Expertise in specific Functional Area	Ex-Vice President of IFCI, has rich experience in the fields of Finance, management, and administration.	A distinguished academic scholar, he has worked with various Govt. Departments and Educational Institutes at prestigious positions.
Directorships held in other companies (excluding Private & Foreign Companies)	Ind- Swift Laboratories Limited	Nil
Chairmanships/ Memberships of Committees in other Companies as on 31.03.2018	Ind- Swift Laboratories Limited Member (Audit Committee)	Nil
Relationship inter-se between Directors	Nil	Nil

The Board of Directors recommends the Special Resolution as set out at Item Nos. 4 to 5 for approval of the Members. Accordingly, your approval is solicited.

For Item No. 6

Sh. Jagvir Singh Ahluwalia was appointed as Additional Director as per the provisions of Section 161(1) of the Companies Act, 2013 ("Act") to hold office till conclusion of this AGM.

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least 1/3rd of its total number of directors as independent directors. Section 149(6)

NOTICE

of the said Act, lays down the criteria for independence. Sh. Jagvir Singh Ahluwalia non-executive director of the Company have furnished declaration to the Company under Section 149(7) of the Companies Act, 2013, confirming that he meets the criteria prescribed for independent directors under Section 149(6) of the said Act.

In the opinion of the Board Sh. Jagvir Singh Ahluwalia is a person of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the said Act and the rules made there under and are independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director shall hold office for two terms of up to 5 consecutive years each on the board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of the same in the Directors' report. Further, in terms of Section 149(13) of the said Act, independent directors are not liable to retire by rotation.

The Board proposes to appoint Sh. Jagvir Singh Ahluwalia as Independent Director of the Company for a period of 5 years with effect from the date of this Meeting, as set out at Item No. 6 of this Notice. Notice as required under Section 160 of the Companies Act, 2013 have been received from a Member proposing the candidature of the said Independent Director of the Company. Upon the confirmation of the appointment of Mr. Jagvir Singh Ahluwalia as Independent Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to him.

Brief resume of the Director, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se is appended below:-

Name of Director	Jagvir Singh Ahluwalia
Age	69 Years
Nationality	Indian
Date of Appointment	29.08.2017
Shareholding in the Company	Nil
Qualifications	Graduate (Computer Science)
Expertise in specific Functional Area	Accounts, Credit, International Banking, Marketing, HR, Audit
Directorships held in other companies (excluding Private & Foreign Companies)	Nil

Chairmanships/ Memberships of Committees in other Companies as on 31.03.2018	Nil
Relationship inter-se between Directors	Nil

Keeping in view his expertise and knowledge, it will be in the interest of the Company that he should be appointed as Independent Director of the Company.

Except for the respective Director / his relatives who may be deemed to be interested in the respective resolution at item 6 of the Notice as it concerns his appointment as Independent Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No. 7 and 8

Sh. S.R. Mehta was re-appointed as the Whole Time Managing Director designated as Chairman of the Company by the shareholders of the Company in the 30th Annual General Meeting of the Company held on 30th September, 2016. The current term of office of Sh. S.R. Mehta as the Whole Time Managing Director & Chairman of the Company is going to expire on 31st March, 2019.

Keeping in view the exceptional services rendered by Sh. S.R. Mehta as Whole Time Managing Director & Chairman, it is proposed that Sh. S.R. Mehta be re-appointed as the Whole Time Managing Director & Chairman of the Company for a period of next five years w.e.f. 1st April, 2019. The Nomination and Remuneration Committee and Board of Directors have approved/recommended the reappointment of Sh. S.R. Mehta as Whole Time Managing Director & Chairman for a period of five years from 1st April, 2019 to 31st March, 2024.

The Nomination and Remuneration Committee and Board of Directors have approved/recommended payment of same remuneration as he is drawing currently for a further period of three years with effect from 1st April, 2019 to 31st March, 2022, in case company has no profits in any financial year. The details of remuneration payable to Sh. S.R. Mehta are as under:

A. REMUNERATION

- a) **Salary:** Minimum Rs. 10,00,000/- per month subject to the maximum of Rs.50,00,000/- per month with liberty to

NOTICE

the Board to review and set the level from time to time.

b) Perquisites and allowances

1. Fully furnished rent free accommodation/ House.
2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
3. Leave Travel Assistance - As per rules of the Company.
4. Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
7. Gratuity - Upto half a month's salary for each completed year of service.
8. Leave encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service
9. Conveyance - The Company shall provide one fully insured cars with driver and reimbursement of the operational expenses.
10. Telephone, Telefax and other communication facilities.
11. Security - The Company shall provide for round the clock security at the Director's residence.
12. Pension: - The appointee or his nominees shall be entitled to receive 50% of the last drawn salary as pension in case of superannuation or in case of death during the tenure of appointment.

B. OTHER TERMS

1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.
2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.

The above mentioned remuneration payable to Sh. S.R. Mehta, would be subject to necessary approvals/compliances as prescribed under Schedule V read with relevant provisions of Companies Act, 2013, from the Central Government or Secured Creditors (as may be applicable) . The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at item no. 7 and 8 is annexed hereto as **Annexure-A**.

The said remuneration to Sh. S.R. Mehta is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as whole time Director & Chairman of the Company. The Board recommends acceptance of the resolution.

This may also be considered and treated as Abstract and Memorandum setting out terms of contract of service under Section 190 of the Companies Act, 2013.

None of the Directors of the Company, except Sh. S.R. Mehta, Dr. V.R. Mehta and Sh. Rishav Mehta, Directors who are related to each other, is interested in Resolution no. 7 and 8.

Item No. 9 and 10

Dr. Gopal Munjal was re-appointed as the Managing Director & CEO of the Company by the shareholders of the Company in the 30th Annual General Meeting of the Company held on 30th September, 2016. The current term of office of Dr. Gopal Munjal as the Managing Director & CEO of the Company is going to expire on 31st March, 2019.

Keeping in view the exceptional services rendered by Dr. Gopal Munjal as Managing Director & CEO, it is proposed that Dr. Gopal Munjal be re-appointed as the Managing Director & CEO of the Company for a period of next five years w.e.f. 1st April, 2019. The Nomination and Remuneration Committee and Board of Directors have approved/recommended the reappointment of Dr. Gopal Munjal as Managing Director & CEO for a period of five years from 1st April, 2019 to 31st March, 2024.

The Nomination and Remuneration Committee and Board of Directors have approved/recommended payment of same remuneration as he is drawing currently for a further period of three years with effect from 1st April, 2019 to 31st March, 2022, in case company has no profits in any financial year. The details of remuneration payable to Dr. Gopal Munjal are as under:

A. REMUNERATION

- a) **Salary:** Minimum Rs. 10,00,000/- per month subject to



NOTICE

the maximum of Rs.50,00,000/- per month with liberty to the Board to review and set the level from time to time.

b) Perquisites and allowances

1. Fully furnished rent free accommodation/ House.
2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
3. Leave Travel Assistance - As per rules of the Company.
4. Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
7. Gratuity - Upto half a month's salary for each completed year of service.
8. Leave encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service
9. Conveyance - The Company shall provide one fully insured cars with driver and reimbursement of the operational expenses.
10. Telephone, Telefax and other communication facilities.
11. Security - The Company shall provide for round the clock security at the Director's residence.
12. Pension: - The appointee or his nominees shall be entitled to receive 50% of the last drawn salary as pension in case of superannuation or in case of death during the tenure of appointment.

B. OTHER TERMS

1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.
2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling

agency of the company without the prior approval of the Central Government.

The above mentioned remuneration payable to Dr. Gopal Munjal, would be subject to necessary approvals/compliances as prescribed under Schedule V read with relevant provisions of Companies Act, 2013, from the Central Government or Secured Creditors (as may be applicable) . The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at item no. 9 and 10 is annexed hereto as **Annexure-A**.

The said remuneration to Dr. Gopal Munjal is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Managing Director & CEO of the Company. The Board recommends acceptance of the resolution.

This may also be considered and treated as Abstract and Memorandum setting out terms of contract of service under Section 190 of the Companies Act, 2013.

None of the Directors of the Company, except Dr. Gopal Munjal and Sh. N.R. Munjal, Directors who are related to each other, is interested in Resolution no. 9 and 10.

Item No. 11 and 12

Dr. V.R. Mehta was re-appointed as the Joint Managing Director of the Company by the shareholders of the Company in the 30th Annual General Meeting of the Company held on 30th September, 2016. The current term of office of Dr. V.R. Mehta as the Joint Managing Director of the Company is going to expire on 31st March, 2019.

Keeping in view the exceptional services rendered by Dr. V.R. Mehta as Joint Managing Director, it is proposed that Dr. V.R. Mehta be re-appointed as the Joint Managing Director of the Company for a period of next five years w.e.f. 1st April, 2019. The Nomination and Remuneration Committee and Board of Directors have approved/recommended the reappointment of Dr. V.R. Mehta as Joint Managing Director, for a period of five years from 1st April, 2019 to 31st March, 2024.

The Nomination and Remuneration Committee and Board of Directors have approved/recommended payment of same remuneration as he is drawing currently for a further period of three years with effect from 1st April, 2019 to 31st March, 2022, in case company has no profits in any financial year. The details of remuneration payable to Dr. V.R. Mehta are as under:



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A) REMUNERATION

a) **Salary:** Minimum Rs. 10,00,000/- per month subject to the maximum of Rs.50,00,000/- per month with liberty to the Board to review and set the level from time to time.

b) Perquisites and allowances

1. Fully furnished rent free accommodation/ House.
2. Medical Reimbursement - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges for self and family.
3. Leave Travel Assistance - As per rules of the Company.
4. Insurance - Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance for such amount as may be considered appropriate by the Board.
5. Club fees - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund - As per rules of the Company.
7. Gratuity - Upto half a month's salary for each completed year of service.
8. Leave encashment - As per rules of the Company but not exceeding one month's leave for every 11 months of service
9. Conveyance - The Company shall provide one fully insured cars with driver and reimbursement of the operational expenses.
10. Telephone, Telefax and other communication facilities.
11. Security - The Company shall provide for round the clock security at the Director's residence.
12. Pension - The appointee or his nominees shall be entitled to receive 50% of the last drawn salary as pension in case of superannuation or in case of death during the tenure of appointment.

B. OTHER TERMS

1. The Director shall not be paid any sitting fee for attending the meetings of the board of directors or Committees thereof.

2. The Director shall not become interested or otherwise concerned directly or through his relative(s) in any selling agency of the company without the prior approval of the Central Government.

The above mentioned remuneration payable to Dr. V.R. Mehta, would be subject to necessary approvals/compliances as prescribed under Schedule V read with relevant provisions of Companies Act, 2013, from the Central Government or Secured Creditors (as may be applicable) . The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at item no. 11 and 12 is annexed hereto as **Annexure-A**.

The said remuneration to Dr. V.R. Mehta is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Joint Managing Director of the Company. The Board recommends acceptance of the resolution.

This may also be considered and treated as Abstract and Memorandum setting out terms of contract of service under Section 190 of the Companies Act, 2013.

None of the Directors of the Company, except Sh. S.R. Mehta, Dr. V.R. Mehta and Sh. Rishav Mehta, Directors who are related to each other, is interested in Resolution no. 11 and 12.

Annexure-A

Statement as required under Clause 3 of Section II, Part II of the Schedule V of the Companies Act, 2013 is as follows:

I. General Information: -

- (1) **Nature of Industry:** Pharmaceuticals
- (2) **Date or expected date of commencement of commercial production:** Existing Company, already commenced its' operations from 1986.
- (3) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. :** Existing Company, not applicable.
- (4) **Financial performance based on given indicators:**

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Sr. No.	Particulars	Audited Figure for 12 months period ended 31.03.2018	Audited Figure for 12 months period ended 31.03.2017	Audited Figure for 12 months period ended 31.03.2016
1.	Turnover	28073.38	28088.30	31683.79
2.	Profit/(Loss) before tax	(5337.71)	(36,291.47)	(19976.54)
3.	Net Profit/(Loss)	(5411.67)	(36380.82)	(19994.00)
4.	Paid-up Share Capital	1083.29	1083.29	1006.94
5.	Reserves & Surplus (Excluding Revaluation Reserve)	(69019.86)	(63604.16)	(27043.06)

(5) Foreign Investment or Collaborations, if any: Nil

II. (a) Information about the Appointee Sh. S.R. Mehta

1. Background details:

Sh. S. R. Mehta, a science graduate by qualification. A highly respected member of Industry and Business. Sh. S.R. Mehta has been associated with Ind-Swift Ltd. since inception and is currently the Chairman of the Company plays an active role in the affairs of the company related to marketing and implementation of growth strategy.

He is also involved in the long term strategy formulation of the Ind Swift Group and has been instrumental in enabling the group to diversify and expand its presence with the industry as a leading manufacturer of APIs & generic formulations..

2. Past Remuneration:

Financial Years	Amount (in Lacs)
2017-18	120.00
2016-17	120.00
2015-16	120.00

3. Recognition or awards: Nil

4. **Job profile and his suitability:** Sh. S.R. Mehta, Chairman of Ind- Swift Group plays an active role in the affairs of the company related to marketing and implementation of growth strategy. He is also involved in the long term strategy formulation of the Ind Swift Group and has been instrumental in enabling the group to diversify and expand its presence with the industry as a leading manufacturer of APIs & generic formulations.

5. **Remuneration proposed:** As stated in the Explanatory

Statement of Item No. 7 and 8 of the Notice.

6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** Remuneration as proposed of Sh. S.R.Mehta is comparable to that drawn by the peers, in the similar capacity, in the similar industry and commensurates with the size of the Company and diverse nature of its businesses.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Sh. S.R.Mehta is a Promoter-Director, holding 20,35,871 equity shares of Rs. 2/- each representing 3.76% of the total paid-up capital of the Company.

(b) Information about the Appointee Dr. Gopal Munjal

1. Background details:

Dr. Gopal Munjal is a Medical Graduate, associated with Pharmaceutical Industry for the last 27 years. In 1986, he promoted Ind-Swift Ltd., and since then headed marketing and product development positions.

2. Past Remuneration:

Financial Years	Amount (in Lacs)
2017-18	120.00
2016-17	120.00
2015-16	120.00

3. **Recognition or awards:** He is co-chairman of PHD. Chamber of commerce (H.P) and managing committee member of PHDCCI & ASSOCHAM.

4. **Job profile and his suitability:** Dr. Gopal Munjal, Managing Director & CEO has been entrusted with substantial powers of the management of the business and affairs of the Company. The Company has been substantially benefitted by his professional knowledge and managerial expertise and has made enormous progress. Dr. Gopal Munjal plays a major role in providing thought leadership and strategic inputs to the Company.
5. **Remuneration proposed:** As stated in the Explanatory Statement of Item No. 9 and 10 of the Notice.
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** Remuneration as proposed of Dr. Gopal Munjal is comparable to that drawn by the peers, in the similar capacity, in the similar industry and commensurate with the size of the Company and diverse nature of its businesses.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Dr. Gopal Munjal is a Promoter-Director, holding 19,57,199 equity shares of Rs. 2/- each representing 3.61% of the total paid-up capital of the Company.

(c) Information about the Appointee Dr. V.R. Mehta

1. Background details:

He is a post Graduate having an experience of thirty one (31) years in the Pharmaceutical Industry. He has worked with Multinational pharmaceutical Companies at various levels. He has been the Joint Managing Director in Ind-Swift Limited and has an active role in production management and development of new generic products.

2. Past Remuneration:

Financial Years	Amount (in Lacs)
2017-18	120.00
2016-17	120.00
2015-16	120.00

3. Recognition or awards: Nil

4. **Job profile and his suitability:** Dr. V.R. Mehta is playing active role in marketing management and development of new generic products. He is also heading the newly formed Dairy Division of the company. He is instrumental

in the development of the Company and for maintaining cordial atmosphere and relationship.

5. **Remuneration proposed:** As stated in the Explanatory Statement of Item No. 11 and 12 of the Notice.
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** Remuneration as proposed of Dr. V.R.Mehta is comparable to that drawn by the peers, in the similar capacity, in the similar industry and commensurates with the size of the Company and diverse nature of its businesses.
7. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Dr. V.R. Mehta is a Promoter-Director, holding 19,21,361 equity shares of Re.2/- each representing 3.55% of the total paid-up capital of the Company.

III. Other information:

1. **Reasons of loss or inadequate profits:** During the financial year 2017-18, the turnover of the company is approximate at par with the last year 2016-17 and the losses has reduced from 36548.78 lacs to 5411.67 lacs. The Company is reducing its' losses mainly by focusing on:-
- Sales of its ethnic products in the domestic markets.
 - Sales of generic products in overseas markets by the Global business unit.
 - By following strict financial discipline, realization of outstanding debtors and gradual reduction of high cost debts.
2. **Steps taken or proposed to be taken for improvement:**

The Company is following all the possible measures for enhancing its' profitability. Further, the Company is looking for other areas of improvement which may lead to higher production, revenues and profits.

3. Expected increase in productivity and profits in measurable terms:

In view of the facts stated above it is difficult to forecast the productivity and profitability in measureable terms. However the company expects that the productivity and profitability may improve and would be comparable with the industry average.



IV. Disclosures:

1. Remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above.
2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the Annual Report: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of 2017-18 the Company.

For Item No. 13

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on 30-05-2018, the Board of Directors of the Company has considered and approved appointment of M/S V.Kumar & Associates, Cost Accountants, for the conduct of the Cost Audit of the Company at a remuneration of Rs. 2 Lacs per annum plus GST as applicable and reimbursement of actual travel and out of pocket expenses for the Financial Year 2018-19.

The resolution at Item No. 13 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise in passing of the said resolution.

For Item No. 14

Dr. Jatender Kumar Kakkar, Independent Director was appointed on 13th May, 2017 in terms of Companies Act, 2013 and SEBI (LODR) Regulations, 2015. At the time of the appointment his age was 81 years. Now, the SEBI has amended the LODR, Regulations, 2015 vide circular dated 9th May 2018, which require re-appointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Hence this Special Resolution is placed before the shareholders for approval.

Dr. Jatender Kumar Kakkar is holding the relevant qualification and experience which is benefiting the Company as the Board Member.

As the above resolution is in the interest of the Company, the Board recommends the resolution as set out in item no.14 for members' approval by way of Special Resolution.

Except Dr. Jatender Kumar Kakkar, none of the other Director is interested in the Resolution.

Place: Chandigarh

Date: 14.08.2018

**On behalf of
the board of Directors
Amrender Kumar Yadav
Company Secretary**

ATTENDANCE SLIP



Ind-Swift Ltd

Regd Off: 781, INDUSTRIAL AREA, PHASE II, CHANDIGARH-160002

CIN NO: L24230CH1986PLC006897

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the Venue of the meeting.

DP Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. of Shares	
---------------	--

NAME AND ADDRESS OF THE SHAREHOLDER _____

Please register/ update my/ our under mentioned E-mail ID for sending all future Company's correspondence:

E-mail ID _____ Shareholder(s) Signature _____

I hereby record my presence at the **32nd ANNUAL GENERAL MEETING** of the Company held on **Friday, September 28, 2018 at 12:30 PM at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031.**

**Applicable for investor holding shares in electronic form.*

Signature of Shareholder / Proxy

**MEMBERS / PROXY HOLDERS ARE REQUESTED TO BRING THEIR ID PROOFS FOR VERIFICATION.
NO REQUESTS FOR ADMISSION WILL BE ENTERTAINED WITHOUT VALID ID PROOF**



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]



Ind-Swift Ltd

Regd Off: 781, INDUSTRIAL AREA, PHASE II, CHANDIGARH-160002
CIN NO: L24230CH1986PLC006897

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint Shareholders may obtain additional Slip at the Venue of the meeting.

Name of the member(s): Registered address:		e-mail Id: Folio No/*Client Id: *DP Id:	
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I/We, being the member(s) of _____ shares of Ind Swift Limited, hereby appoint:

- 1).....of.....having e-mail id.....or failing him
- 2).....of.....having e-mail id.....or failing him
- 3).....of.....having e-mail id.....or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **32nd ANNUAL GENERAL MEETING** of the Company, to be held on **Friday, September 28, 2018 at 12:30 PM at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
	Ordinary Business
1.	Receive, consider and adopt the financial statement of the Company for the year ended 31 st March, 2018 and the report of the Auditor and Directors thereon.
2.	Re-appointment of Sh. Navrattan Munjal, Director who retire by rotation.
3.	Re-appointment of Sh. Himanshu Jain, Director who retire by rotation.
	Special Business
4.	To re-appoint Sh. S.P Sharma, as an Independent Director of the Company for the second term.
5.	To re-appoint Dr. Vinay Arora, as an Independent Director of the Company for the second term.
6.	Appointment of Sh. Jagvir Singh Ahluwalia, as an Independent Director of the Company.
7.	To re-appoint Sh. S.R. Mehta, Whole Time Director, designated as Chairman of the Company.
8.	To fix remuneration of Sh. S.R. Mehta, Whole Time Director, designated as Chairman of the Company.
9.	To re-appoint Dr. Gopal Munjal, Whole Time Director, designated as Managing Director & CEO of the Company.
10.	To fix remuneration of Dr. Gopal Munjal, Whole Time Director, designated as Managing Director & CEO of the Company.
11.	To re-appoint Dr. V.R. Mehta, Whole Time Director, designated as Joint Managing Director of the Company.
12.	To fix remuneration of Dr. V.R. Mehta, Whole Time Director, designated as Joint Managing Director of the Company.
13.	Approval of remuneration of Cost Auditors for the Financial year 2018-19.
14.	To ratify the appointment of Dr. Jatender Kumar Kakkar, as an Independent Director of the Company.

Signed this.....day of2018

.....
Signature of shareholder

**Affix
Rs. 1.00
Revenue
Stamp**

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

- Note:**
- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
 - 2. Admission to proxy Holders will be allowed at the meeting only on submission of a Valid ID Proof.**



Route Map for the 32nd Annual General Meeting of Ind-Swift Limited to be held on Friday, the 28th Day of September, 2018 at 12:30 P.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031

