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CIN No. L24230CH1986PLC006897

Corporate //

Ind-Swift Limited

781, Industrial Area, Phase-II,
Chandigarh - 160 002 INDIA
Ph. : 0172-2638781 / 468 0800
Fax : 0172-265 2242 / 265 5406
Email : corporate@indswift.com

Ref.: ISL:CH:2016:

Date: 09th September, 2016

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 and 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 30th Annual General Meeting of the Company will be held on **Friday, 30th September, 2016 at 01:00 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 22nd September, 2016 to 30th September, 2016.

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. 22nd September, 2016 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 27th September, 2016 at 10:00 A.M and ends on 29th September, 2016 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.**

Simrat Kaur
COMPANY SECRETARY



Ind-Swift

Unit 1 Ph.: 0921853-4504- Unit 2 Ph.: 0921853-4503 - Unit 3 Ph.: 01795-662800 - Unit 4 Ph.: 01795-645431

www.indswift.com

Notice

Notice is hereby given that the 30th Annual General Meeting of the members of Ind-Swift Limited will be held on Friday, the 30th September 2016 at 1:00 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, 2016, Statement of Profit and Loss for the period ended 31st March, 2016 and the reports of Directors and Auditors Reports thereupon.
2. To appoint Director in place of Dr Gopal Munjal (DIN No. 00005196) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Dr Vikrant Rai Mehta (DIN No. 00010756) who retires by rotation and being eligible, offers himself for re-appointment
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 section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s J K Jain & Associates(Firm Registration No. 004025N), Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to examine and audit the accounts of the company for the financial year 2016-17, at such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:-

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 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 2016-17, amounting to Rs. 2 lakhs (Rupees Two Lakhs only) per annum plus service tax 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."

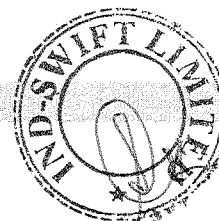
6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 the draft regulations for management of the Company contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution of and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

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

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

"RESOLVED THAT in accordance with the provisions of Section 196, 197, 198, 200 & 201, Schedule V of the companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, if applicable, subject to the approval of Central government 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 as Whole time director of the Company designated as the Chairman of the Company for a period of 3 (three) years w.e.f 1st April, 2016 on such remuneration and terms and conditions as set out in the Explanatory statement annexed to the notice convening



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this Annual General Meeting 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 modifications thereto and as may be agreed to by and between the board and Sh S R Mehta. "

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

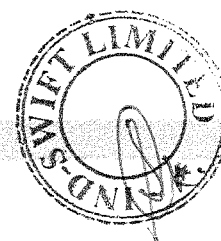
" **RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198, 200 & 201, Schedule V of the companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, if applicable, subject to the approval of Central government and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the re-appointment of Dr Gopal Munjal as Whole time director of the Company designated as the Managing Director & CEO of the Company not liable to retire by rotation, for a period of 3 (three) years w.e.f 1st April, 2016 on such remuneration and terms and conditions as set out in the Explanatory statement annexed to the notice convening this Annual general Meeting 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 modifications thereto and as may be agreed to by and between the board and Dr Gopal Munjal. "

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

" **RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198, 200 & 201, Schedule V of the companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, if applicable, subject to the approval of Central government

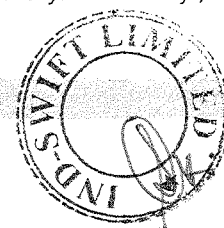
and subject to all such approvals as may be required, the consent of the Company be and is hereby accorded to the re-appointment of Dr Vikrant Rai Mehta as Whole time director of the Company designated as the Joint Managing Director of the Company not liable to retire by rotation, for a period of 3 (three) years w.e.f 1st April, 2016 on such remuneration and terms and conditions as set out in the Explanatory statement annexed to the notice convening this Annual general Meeting 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 modifications thereto and as may be agreed to by and between the board and Dr Vikrant Rai Mehta. "

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect Item Nos 05-09 is annexed hereto and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be duly filled, stamped, signed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A form of Proxy and Admission Slip is enclosed.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.



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5. 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 Meeting.
6. 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 Meeting.
7. The Register of Members and Share Transfer Books will remain closed from Thursday, 22nd September 2016 to Friday 30th September 2016 (both days inclusive) for the purpose of Annual General Meeting.
8. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, dematerialization of shares, payment of dividend etc. will be attended to and processed at the office of Registrar & Share Transfer Agent (RTA) viz. M/s Alankit Assignments Limited, 2-E/21, Jhandewalan Extension, New Delhi-110055. For contact details, of the RTA's, please refer to Corporate Governance Report in the Annual Report.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, NECS, ECS, mandates, power of attorney, change of address/name/email address(es), etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will automatically get reflected in the Company's records which will help the Company and its Registrar and Transfer Agents to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to the Company's RTA's.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's RTA's for assistance in this regard.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA's, for consolidation into a single folio.
12. Members attending the Annual General Meeting are requested to bring their copies of Annual Report along with the duly filled attendance slip as no copy of Annual Report will be distributed there.
13. The members who are interested to avail of nomination facility may obtain the necessary application from the Share Transfer Agents.
14. 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 / RTA.
15. Non-Resident Indian Members are requested to inform RTA immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. The queries, if any, on the Annual Report should be sent to the Company at its registered office in such a way that the Company will receive the same at least 7 (seven) days before the Annual General Meeting.
17. As required under Clause 49 of the Listing Agreement with the stock exchanges, the relevant details of persons seeking appointment / reappointment as directors are furnished in the Annual Report.
18. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date



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of announcement of the results.

19. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your Depository Participants to enable us to send you the communications via email.
20. **General instructions for e-voting** - As mandated by SEBI, the Company has extended the facility for e-voting to its shareholders in respect of all the items placed for consideration at the AGM. The complete details of the instructions for e-voting are annexed to this notice.

On behalf of the Board of Directors

Simrat Kaur
Company Secretary & Compliance Officer

Place: Chandigarh
Date: 03.09.2016

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

For Item No. 5

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 30-05-2016, 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 service tax as applicable and reimbursement of actual travel and out of pocket expenses for the Financial Year 2016-17.

The resolution at Item No. 4 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.

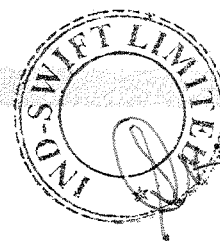
For Item No. 6

The existing Articles of Association (existing AOA) of the Company are based on the Companies Act, 1956 and several Articles therein contain references to specific sections of the Companies Act, 1956. With most of the provisions of the Act having been made applicable with effect from 1st April, 2014 or even earlier, certain Articles contained in the existing AOA are no longer in conformity with the new provisions of the Act and therefore required to be deleted. Similarly, certain new provisions of the Act are required to be inserted in the existing AOA.

In view of above, it is considered expedient to wholly replace the existing AOA by amended Articles (new AOA), based on Table F of Schedule I to the Act, providing for a model Articles of Association for a company limited by shares as well as various other provisions of the Act. Some of the new provisions in the new AOA regulations included in the draft new AOA, inter alia, are as follows:

- a. Service of documents to the Company by Electronic or other mode as may be prescribed apart from sending the same by registered post or speed post or courier.
- b. Notices for the General Meeting, Annual Report, Circular etc. may be sent through Electronic Mode.
- c. Voting through Electronic Means as well as by Postal Ballot.
- d. Maintenance of Books and Records as well as various Registers required to be maintained under the Act in the Electronic Forms and Inspection thereof in the manner permitted by the Act.
- e. Provision for Appointment of Key Managerial Personnel viz. Chief Executive officer (CEO) and Chief Financial Officer (CFO) apart from appointment of Managing Director and Company Secretary.

The existing AOA and the draft new AOA shall be kept open for inspection by any Member of the Company during the usual business hours viz. 10.00 AM to 5.00 PM on any working day till



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the date of the Annual General Meeting.

The Directors recommend the Special Resolutions set out in this regard in the Notice for approval by the Members.

None of the Directors or other Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolutions.

For Item No. 7

Since the term of Sh. S.R.Mehta expired on 31st March 2016, it is proposed to re-appoint him as Executive Director designated as Chairman for a period of three years w.e.f. 1st April 2016 on the same terms and conditions including remuneration subject to the necessary approvals of the shareholders and Central Government.

A. REMUNERATION

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, Pension Scheme 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 monthly salary as monthly pension in case of superannuation or in case of death during the tenure of appointment.

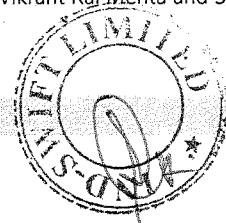
A. OTHER

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 in excess of the limits prescribed under Schedule V read with relevant provisions of Companies Act, 2013, hence the special resolution is proposed for the approval of Shareholders and the Central Government. 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 is annexed hereto as **Annexure-A**.

The said remuneration to Mr. 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 Chairman of the Company. The Board recommends acceptance of the resolution for his e-appointment.

Except Sh S.R. Mehta, Dr. Vikrant Raj Mehta and Sh. Rishav



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Mehta, none of the other Director is interested in the Resolution

For Item No. 8

Since the term of Dr Gopal Munjal expired on 31st March 2016, it is proposed to re-appoint him as Executive Director designated as Managing Director & CEO for a period of three years w.e.f. 1st April 2016 on the same terms and conditions including remuneration subject to the necessary approvals of the shareholders and Central Government.

A. REMUNERATION

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, Pension Scheme 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 - Up to 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 monthly salary as monthly pension in case of superannuation or in case of death during the tenure of appointment.

B. OTHER

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 in excess of the limits prescribed under Schedule V read with relevant provisions of Companies Act, 2013, hence the special resolution is proposed for the approval of Shareholders and the Central Government. 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.8 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 for his re-appointment.

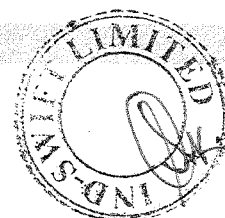
Except Dr Gopal Munjal and Sh. N R Munjal, none of the other Director is interested in the Resolution

For Item No. 9

Since the term of Dr Vikrant Rai Mehta expired on 31st March 2016, it is proposed to re-appoint him as Executive Director designated as Joint Managing Director for a period of three years w.e.f. 1st April 2016 on the same terms and conditions including remuneration subject to the necessary approvals of the shareholders and Central Government.

A. REMUNERATION

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



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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, Pension Scheme 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 monthly salary as monthly pension in case of superannuation or in case of death during the tenure of appointment.

C. OTHER

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 Vikrant Rai Mehta, would be in excess of the limits prescribed under Schedule V read with relevant provisions of Companies Act, 2013, hence the special resolution is proposed for the approval of Shareholders and the Central Government. 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 is annexed hereto as **Annexure-A**.

The said remuneration to Dr Vikrant Rai 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 for his re-appointment.

Except Sh S.R. Mehta, Dr. Vikrant Rai Mehta and Sh. Rishav Mehta, none of the other Director is interested in the Resolution.

Annexure-A

Statement as required under Clauses (iv) of Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the item no(s). 7, 8 and 9 are as follows:

I. General Information: -

- (1) **Nature of Industry:** Pharmaceuticals
- (2) **Date or expected date of commencement of commercial production:** Existing Company already commenced 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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(Rs. in Lacs)				
Sr. No.	Particulars	Audited Figure for 12 months period ended 31.03.2016	Audited Figure for 12 months period ended 31.03.2015	Audited Figure for 12 months period ended 31.03.2014
1.	Turnover	31683.79	41903.32	58206.08
2.	Profit/(Loss) before tax	(19976.54)	(14735.67)	(12433.71)
3.	Net Profit/(Loss)	(19994.00)	(14512.76)	(11556.33)
4.	Paid-up Equity Share Capital	1006.94	1006.94	1006.94
5.	Reserves & Surplus	(27043.06)	(7045.02)	7743.16

(5) Export performance and net foreign exchange collaborations: During the period ended 31st March, 2016, the foreign exchange earnings of the company were Rs. 1,00,94,11,283.

(6) Foreign Investment of Collaborators, if any: Nil

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

1. Background details:

Shri Sanjeev Rai Mehta, a science graduate by qualification. A highly respected member of Industry and Business. Shri Sanjeev Rai 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)
2015-16	120.00
2014-15	120.00
2013-14	120.00

3. Recognition or awards: NIL

4. Job profile and his suitability: Mr. 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 at Item No.7of 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 Mr. 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 Re.2/- each representing 4.04% 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 25 years. In 1986, he promoted Ind-Swift Ltd., and since than headed marketing and product development positions.



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2. Past Remuneration:

Financial Years	Amount (In Lacs)
2015-16	120.00
2014-15	120.00
2013-14	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 at Item No.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 Dr. Gopal Munjal 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. Gopal Munjal is a Promoter-Director, holding 19,57,199 equity shares of Re.2/- each representing 3.89% 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 twenty-nine (29) years in the Pharmaceutical Industry. He has worked with Multinational pharmaceutical Companies at various levels. He has been the Whole Time 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)
2015-16	120.00
2014-15	120.00
2013-14	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 at Item No.9 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 3.82% of the total paid-up capital of the Company.

III. Other information:

- 1. Reasons of loss or inadequate profits:** During period under review, the profitability of the Company has declined, mainly due to high level of finished stock, slow movement of inventory, clearance of stocks at lower prices, low margins from generic products and increase in finance cost due to increase in rate of interests.



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2. Steps taken or proposed to be taken for improvement:

The Company proposed to emphasize on sale of its ethnic products in the domestic market while its global business unit will push generic products in overseas markets. The company will also ensure strict financial discipline, realization of outstanding debtors and gradual reduction of high cost debts.

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 measurable 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 the Company.

SHAREHOLDERS INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September 2016 at 10.00 a.m. and ends on 29th September 2016 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 22nd September 2016 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 during the voting period

www.evotingindia.com during the voting period

- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

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.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



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- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Note for Institutional Shareholders

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

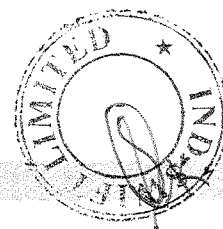
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.

On behalf of the Board of Directors

Simrat Kaur
Company Secretary & Compliance Officer

Place: Chandigarh
Date: 03.09.2016





ATTENDANCE SLIP



Ind-Swift

Ind-Swift Ltd

Regd Off: 781, INDUSTRIAL AREA, PHASE II, CHANDIGARH-160101

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

Client Id*	
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No. of Shares	
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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 **30th ANNUAL GENERAL MEETING** of the Company held on **Friday, September 30, 2016 at 01:00 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-160101
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 **30TH ANNUAL GENERAL MEETING** of the Company, to be held on **Friday, September 30, 2016 at 01:00 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, 2016 and the report of the Auditor and Directors thereon.
2.	Re-appointment of Dr Gopal Munjal, Director who retire by rotation
3.	Re-appointment of Dr Vikrant Rai Mehta, Director who retire by rotation
4.	Appointment of Auditor and fixing their Remuneration
Special Business	
5.	Approval of remuneration of Cost Auditors for the Financial year 2015-16
6.	Alteration of Articles of Association
7.	Re-appointment of Sh Sanjeev Rai Mehta as Executive Director, Designated as Chairman of the Company
8.	Re-appointment of Dr Gopal Munjal as Managing Director & CEO of the Company
9.	Re-appointment of Dr Vikrant Rai Mehta as Joint Managing Director of the Company

Signed this.....day of2016

.....
Signature of shareholder

**Affix
Revenue
Stamp**

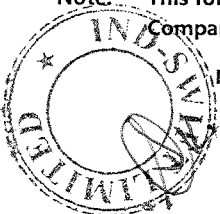
.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Note: 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.

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



Route Map for the 30th Annual General Meeting of Ind-Swift Limited to be held on Friday, the 30th Day of September, 2016 at 1:00 P.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031

