



SHREE GANESH **REMEDIES** LIMITED

excelling in chemistry

# NOTICE

## To Shareholders

# Notice of 23rd Annual General Meeting

29TH SEPTEMBER 2018 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

NOTICE is hereby given that 23rd Annual General Meeting of the Members of Shree Ganesh Remedies Limited will be held on Saturday, September 29, 2018 at 11.30 AM at the Registered Office of the Company situated at Plot No. 6011, G.I.D.C., Ankleshwar 393002, Gujarat to transact the following business:-

## ORDINARY BUSINESS:

### 1 Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon; and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted"

### 2 Appointment of a Director retiring by rotation

To appoint Shri Hasmukh Manubhai Kothia, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Hasmukh Manubhai Kothia (DIN: 01076206), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### 3 Declaration of Dividend

To declare dividend of ₹1/- per Ordinary (equity) Share of ₹10/- each for the Financial Year 2017-18.

## SPECIAL BUSINESS:

### 4 Appointment of Mr. Priyam Surendra Shah as an Independent Director

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Priyam Surendra Shah (DIN: 06858411), who was appointed as an Additional Director of the Company with effect from October 11, 2017 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from October 11, 2017."

### 5 Appointment of Ms. Vaishaliben Kanjibhai Vadodariya as an Independent Director

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Ms. Vaishaliben Kanjibhai Vadodariya (DIN: 08061214), who was appointed as an Additional Director of the Company with effect from February 05, 2018 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from February 05, 2018."



# Notice of 23rd Annual General Meeting

29TH SEPTEMBER 2018 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

**6 Appointment of Statutory Auditor to fill casual vacancy:**

To appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as **Ordinary Resolution** :

“**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Rushik J Patel & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the unwillingness of M/s. S R M B & Co., Chartered Accountants to continue as the Statutory Auditor.

**RESOLVED FURTHER THAT** M/s. Rushik J Patel & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 08, 2016, until the conclusion of the 22nd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

**7 Appointment of Statutory Auditor:**

To appoint Auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification, as **Ordinary Resolution** :

“**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s Rushik J Patel & Co., Chartered Accountants, be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 23rd Annual General Meeting, for a tenure of 5 (five) years, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company”.

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

-Sd/-

Aditya Patel

Company Secretary

Place: Ankleshwar

Date: 24th August 2018

## NOTES

1 The Company got listed with BSE on SME platform on 13th October, 2017.

2 A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

3 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.



## Notice of 23rd Annual General Meeting

29TH SEPTEMBER 2018 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

- 4 In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013. SME listed Company is not Mandatory to provide E-voting Facility.
- 5 Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- 6 Pursuant to SEBI (LODR) Regulations, 2015, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.
- 7 A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
- 8 Shareholders are requested to bring their copy of Annual Report to the meeting.
- 9 Members/Proxies should fill Attendance Slip for attending the meeting.
- 10 The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday the 22nd September, 2018 to Saturday the 29th September, 2018 (both days inclusive)**. The Record date / Cut-off date to determine the eligibility of members for the purpose of voting at the 23rd Annual General Meeting is **Friday the 21st September, 2018**.
- 11 Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
- 12 Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the administrative office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- 13 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
- 14 Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
- 15 The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2018 is uploaded on the Company's website [www.ganeshremedies.com](http://www.ganeshremedies.com) and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. [www.bseindia.com](http://www.bseindia.com).
- 15 Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2017 -18 is being sent in the permitted mode.

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

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

-Sd/-

Aditya Patel

Company Secretary

Place: Ankleshwar

Date: 24th August 2018



## Notice of 23rd Annual General Meeting

29TH SEPTEMBER 2018 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

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

#### Item no. 4

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

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

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

#### Item no. 5

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

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

Ms. Vadodariya is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Ms. Vadodariya and her relatives, are in any way, concerned or interested in the said resolution. The resolution as set out in item No. 5 of this Notice is accordingly commended for your approval.



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29TH SEPTEMBER 2018 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

## Item 6 & 7

M/s. S R M B & Co., Chartered Accountants, Surat, has expressed their unwillingness to continue as the Statutory Auditors of the Company on August 24, 2018 due to various internal structuring going in their firm.

In order to fill up such casual vacancy, the Company has appointed M/s. Rushik J Patel & Co., Chartered Accountants, to take charge of the Statutory Audit.

In pursuance to the provisions of Section 139 of the Companies Act, 2013, the company needs to approve the appointment of M/s. Rushik J Patel & Co., Chartered Accountants, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board.

Hence, the company has proposed their approval of the members in the item number 6 of the notice

Further, the company has proposed their appointment in the item number 7 of the notice, for the period of 5 (five) years.

The board of directors has proposed the two resolutions for your approval.

None of the directors and key managerial personnel are interested in this resolutions.

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

### Mr. Hasmukh Manubhai Kothia

Mr. Hasmukh Manubhai Kothia, aged 63 years has don Bachelors in Pharma and is a Director and Promoter of the Company since Incorporation. He looks and heads the Manufacturing processes of the pharma intermediates in the Company. He has over 23 years of experience and well versed with all the segments of the Company.

### Mr. Priyam Surendra Shah

Mr. Priyam Surendra Shah is a Chartered Accountant, he is expert in Accounting and Taxation matters and has over 4 years of experience serving small and mid-sized clients in several sectors in areas of Accounting, Audit and Taxation. He is young and dynamic and very adaptable and updated to the changing legislations. This may strengthen to the knowledge of the board.

### Mr. Priyam Surendra Shah

The Board hereby informs to the Members that Ms. Vaishaliben Vadodariya is a commerce graduate, she is excellent in Accounting and Taxation matters and has over 2 years of experience serving small and mid-sized clients in several sectors in areas of Accounting, Audit and Taxation. She is young and dynamic and very adaptable and updated to the changing legislations. This may strengthen to the knowledge of the board.

## Details Of The Directors Seeking Appointment / Re-Appointment In The 23rd Annual General Meeting Of The Company Pursuant To SEBI Listing Regulations

Name of Director	Mr. Hasmukh Manubhai Kothia (DIN: 01076206)	Mr. Priyam Surendra Shah (DIN: 06858411)	Ms. Vaishaliben Kanjibhai Vadodariya (DIN: 06858411)
Terms and conditions of appointment/reappointment	Executive Director, liable to retire by rotation	Independent Director not liable to retire by rotation	Independent Director not liable to retire by rotation
Date of Birth	01-07-1955	27-07-1990	15-12-1994
Date of Appointment	27-04-1995	11-10-2017	05-02-2018
Relationship with other Directors Inter se	Brother of Mr. Chanudubhai Manubhai Kothia and Ashokkumar Manubhai Kothia	None	None
No. of Equity Shares held in the Company	7,59,246 Shares	Nil	Nil
List of other Companies in which Directorships are held	Nil	Nil	Nil

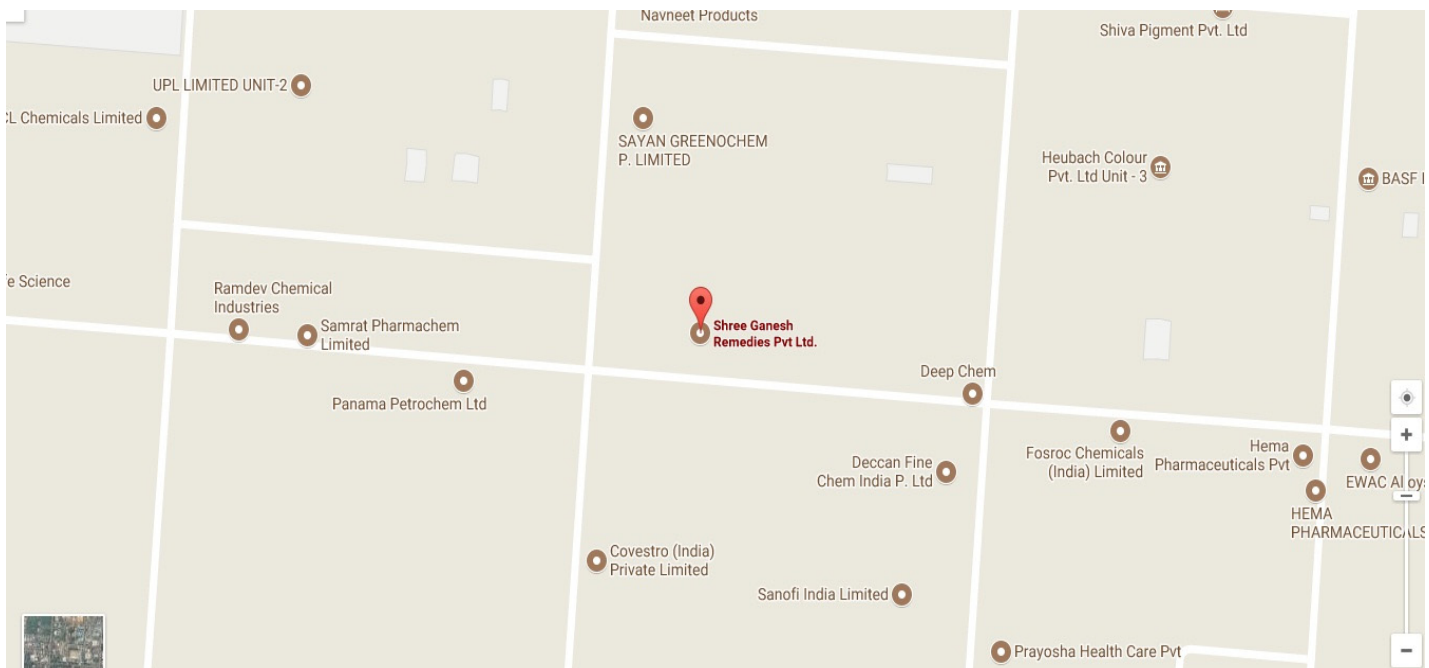


# Notice of 23rd Annual General Meeting

29TH SEPTEMBER 2018 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY

<b>Name of Director</b>	<b>Mr. Hasmukh Manubhai Kothia (DIN: 01076206)</b>	<b>Mr. Priyam Surendra Shah (DIN: 06858411)</b>	<b>Ms. Vaishaliben Kanjibhai Vadodariya (DIN: 06858411)</b>
<b>List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held</b>	He is also a member in the Stake Holder Relationship Committee of the Company	He is a member in Audit Committee, Nomination & Remuneration Committee & Stakeholder Relationship	She is a member in Nomination & Remuneration Committee
<b>No of Meetings of the Board attended during the FY 2017-18</b>	Seven	Two	Nil
<b>Remuneration drawn in the Company for the FY 2017-18</b>	Rs.1380000	Nil	Nil
<b>Remuneration sought to be paid</b>	He is also a member in the Stake Holder Relationship Committee of the Company	Nil	Nil

### Route Map to the Venue of Annual General Meeting





**SGR**

SHREE GANESH **REMEDIES** LIMITED

excelling in chemistry

**AGM**  
Attendance Slip &  
Proxy Form



# Proxy Form

29TH SEPTEMBER 2018 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY



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

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

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

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

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23th Annual General Meeting of the Company, to be held on Saturday, 29th September, 2018 at 11:30 A.M. at Plot No. 6011, G.I.D.C., Ankleshwar – 393002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Resolutions	Vote (optional, see Note 2)	
		For	Against
1	To consider and Adopt Audited Financial Statements for the year ended on March 31, 2018, together with reports of Director and Auditor's thereon;		
2	To consider re-appointment of Mr. Hasmukh Kothia (DIN : 01076206), who retires by rotation and being eligible, offers himself for re-appointment;		
3	To confirm the payment of Final Dividend on Equity Shares declared by the Board of Directors		
4	Appointment of Mr. Priyam Surendra Shah as an Independent Director		
5	Appointment of Ms. Vaishaliben Kanjibhai Vadodariya as an Independent Director		
6	Appointment of Statutory Auditor to fill casual vacancy		
6	Appointment of Statutory Auditor		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Proxy holder(s)

Signature of Shareholder

Affix  
revenue  
stamp

**Notes:-**

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



## Attendance Slip

29TH SEPTEMBER 2018 AT 11:30 AM AT THE REGISTERED OFFICE OF THE COMPANY



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

## Attendance Slip

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

I hereby record my presence at the Twenty Third Annual General Meeting of the Company being held on Saturday, September 29, 2018 at 11.30 AM at the Registered Office of the Company situated Plot No. 6011, G.I.D.C., Ankleshwar 393002, Gujarat

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

Name of the Proxy: \_\_\_\_\_

\_\_\_\_\_  
Signature of Proxy

\_\_\_\_\_  
Signature of Member

## Notes:

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

