



Anglo-French Drugs & Industries Limited

No.41, 3rd Cross, V Block, Rajajinagar,
Bengaluru – 560 010.
CIN: L24230KA1923PLC010205
Website: www.afdil.com

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Ninety-Seventh (97th)** Annual General Meeting of the Members of Anglo-French Drugs & Industries Limited (“Company”) will be held on Tuesday, 29th September, 2020 at 4.30 p.m. at Plot No.4, Phase II, Peenya Industrial Area, Peenya, Bengaluru – 560058, Karnataka to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company, for the financial year ended 31st March 2020 together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Sanatkumar Shirali, (DIN: 05260386), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Ratification of appointment and remuneration of Cost Auditors of the Company for the Financial Year 2020-21.

To consider and if thought fit, to pass with or without modification 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, Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to G.M. & Associates, Cost Accountants (Firm Registration No.000574) appointed by the Board as Cost Auditors of the Company, to conduct the audit of Cost records of the company for the Financial Year 2020-21 amounting to Rs.70,000/- (Rupees Seventy Thousand Only) per annum, plus taxes and reimbursement of out of pocket expenses in connection with the aforesaid audit is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary to give effect to this resolution.”

4. Appointment of Mr. Rakesh Kanyadi, (DIN: 08532438) as Director of the Company

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

RESOLVED THAT Mr. Rakesh Kanyadi, (DIN:08532438), who was appointed by the Board of Directors on recommendation of the Nomination & Remuneration Committee as an Additional Director of the Company with effect from 13th August, 2019 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”), other applicable provisions and Articles of Association of the Company, and being eligible, offers himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Rakesh Kanyadi’s candidature for the office of the Director, be and is hereby appointed as a Non-executive, Non Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary to give effect to this resolution.”

5. Re-appointment of Mr. Abhay Kanoria (DIN: 00108894) as Chairman & Managing Director of the Company :

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

RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company at their meeting held on 12th February, 2020 and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) read with Schedule V of the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and subject to other sanctions/approvals as may be necessary, approval of the Members be and is hereby accorded for re-appointment of Mr. Abhay Kanoria (DIN:00108894), as Chairman & Managing Director of the Company for a period of 3 (Three) years w.e.f. 1st April 2020, on the terms and conditions including remuneration as given in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter, amend and vary the terms and conditions of the said re-appointment, remuneration and/or agreement in such manner and to such extent as may be agreed between the Board of Directors and Managing Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Abhay Kanoria remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment(s) thereof).

RESOLVED FURTHER THAT Mr. Abhay Kanoria shall not be paid any sitting fees for attending the meeting of Board of Directors and / or any Committee thereof.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary to give effect to this resolution.”

6. Re-appointment of Mr. Nirbhay Kanoria (DIN: 02558300) as Whole-time Director :

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

RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company at their meeting held on 12th November, 2019 and in accordance with the provisions of Section 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) read with Schedule V of the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and subject to other sanctions/approvals as may be necessary, approval of the Members be and is hereby accorded for re-appointment of Mr. Nirbhay Kanoria (DIN:02558300), as the Whole Time Director in the Company for a period of 3 (Three) years w.e.f. 1st February 2020, on the terms and conditions including remuneration as given in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter, amend and vary the terms and conditions of the said re-appointment, remuneration and/or agreement in such manner and to such extent as may be agreed between the Board of Directors and Executive Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Nirbhay Kanoria remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment(s) thereof).

RESOLVED FURTHER THAT Mr. Nirbhay Kanoria shall not be paid any sitting fees for attending the meeting of Board of Directors and / or any Committee thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary to give effect to this resolution.

7. Appointment of Dr. Rajeshwar B Smarta, (DIN: 02835301) as an Independent Director, of the Company

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

RESOLVED THAT Dr. Rajeshwar B. Smarta (DIN: 02835301), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 13th August, 2019 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”) and Articles of Association of the Company 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 Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, and based on recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, the appointment of Dr. Rajeshwar B. Smarta (DIN:02835301), who meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 13th August, 2019 to 12th August, 2024 be and is hereby approved.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary to give effect to this resolution.”

By order of the Board of Directors

For **Anglo-French Drugs & Industries Ltd.**

Bengaluru
22nd June, 2020

Deepa Ramachandran
Company Secretary

Registered Office:
No.41, 3rd cross, V Block,
Rajajinagar,
Bengaluru 560 010.

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has permitted that Notice of the AGM along with the Annual Report 2019-20 be sent through electronic mode. In view of this, Notice along with Annual report is being sent only through electronic mode to those Members whose email addresses are registered with the Company or RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website <https://www.afdil.com/investor-relations/> and website of the Stock Exchange - MSEI Limited at www.msei.in
2. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item Nos. 3 to 7 set out above and details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the Annual General Meeting (AGM) are annexed hereto.
3. IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 AND THE PROXY FORM, TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. Members, Proxies and Authorized Representatives are requested to bring to the meeting the enclosed Attendance Slip duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No.
5. Corporate Members intending to attend the AGM through their authorized representatives are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. Notice of the said Meeting alongwith Annual Report, Attendance Slip, Proxy Form and Route map for venue of the Meeting are being sent by electronic mode to all those members whose e-mail addresses are registered with the Company/RTA or Depositories for communication purposes unless any member has requested for a hard copy of the same. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website <https://www.afdil.com/investor-relations/>.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar & Transfer Agents M/s. Canbank Computer Services Limited, in case the shares are held by them in physical form.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s.Canbank Computer Services Limited ("CCSL") for assistance in this regard.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to CCSL in case the shares are held by them in physical form.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or CCSL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. The Company has established the Electronic Connectivity with NSDL and CDSL to facilitate holding and transfer of shares in dematerialized form. The International Securities Identification Number (ISIN) allotted to the Company's equity is INE570E01016. The shareholders may get their holding into de-materialized form.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Relevant documents referred to in the Notice and the explanatory statement are open for inspection by the members at the Registered Office of the Company during the normal business hours on all working days (i.e., except Saturdays, Sundays and Public Holidays) up to the date of AGM. The aforesaid documents will also be available for inspection by the members at the meeting.
14. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's Registered Office or the Company's Registrars and Share Transfer Agents M/s Canbank Computer Services Ltd.
15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

Statement of unclaimed Dividend for the previous years:

Financial Year	Unclaimed amount as on 31.3.2020 (Amount in Rs.)	Due date/ date of transfer to Investor Education and Protection Fund
2012-13	95,455.00	14.12.2020



16. Members are requested to note that pursuant to Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and its amendments, the Company is required to transfer all the unclaimed shares into one folio in the name of "Unclaimed Suspense Account" and these shares are to be dematerialized and kept with Depository Participants. In compliance of the said Clause, the Company will take necessary steps with the shareholders and will initiate action to transfer the unclaimed shares into one folio in the name of "Unclaimed Suspense Account" and dematerialize in due course.
17. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive).
18. At the Ninety Fourth AGM held on September 21, 2017 the Members approved appointment of M/s. KAMG & Associates, Chartered Accountants, (FRN 311027E), AE-350, Salt Lake, Sector-1, Kolkata – 700064, as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Ninety Ninth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Ninety Seventh AGM.
19. The route map showing directions to reach the venue of the Ninety Seventh (97th) Annual General Meeting is annexed to this notice.
20. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, May 13, 2020 and May 5, 2020, the Company has provided a facility of casting the votes by the Members using an electronic voting system from a place other than venue of AGM ("remote e-Voting") through the electronic voting service facility arranged by National Securities Depository Limited (NSDL).

1. INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Saturday, 26th September, 2020 at 09.00 A.M. IST and ends on Monday, 28th September, 2020 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, you can send a request at evoting@nsdl.co.in or at canbankrta@ccsl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to canbankrta@ccsl.co.in or compliance@afdil.com.
 - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (canbankrta@ccsl.co.in).
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@swaroopsuri.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.



21. Other information:

- The remote e-voting period commences on Saturday, September 26, 2020 (9.00 a.m. IST) and ends on Monday, September 28, 2020 (5.00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Tuesday, 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- The facility for voting, either through electronic voting system or ballot paper shall also be made available at the meeting and Members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting.
- The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. Tuesday, 22nd September, 2020.
- 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- Swaroop Suryanarayana, Practicing Company Secretary of M/s. Swaroop Suri & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the meeting, in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, 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 make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.afdil.com immediately after the results are declared and the same shall be communicated to Metropolitan Stock Exchange of India Limited, where the shares of the Company are listed.
- Electronic Copy of the Annual report for 2019-20 is being sent inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form to all members whose email ids are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same.
- Members may also note that the Notice of the 97th AGM and the Annual Report FY 2019-20 will be available on website of the Company and Stock Exchange.

By order of the Board of Directors
For **Anglo-French Drugs & Industries Ltd.**

Bengaluru
22nd June, 2020

Deepa Ramachandran
Company Secretary

Registered Office:

No.41, 3rd cross, V Block,
Rajajinagar,
Bengaluru 560 010.

ANNEXURE TO NOTICE

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

ITEM NO.3

On recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 22nd June, 2020 approved the appointment of G.M. & Associates, Cost Accountants, (Firm registration no.000574) as Cost Auditor of the Company, to conduct the audit of Cost records relating to Pharmaceutical Formulations for the Financial Year 2020-21 at a remuneration of Rs.70,000/- (Rupees Seventy Thousand Only) per annum, plus taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

In accordance with the provision of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, Companies (Cost Audit & Records) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board has to be ratified by the Members of the Company.

The Board recommends the resolution in relation to ratification of remuneration of cost auditor set out in Item No.3 of the Notice for approval of the Members by way of an Ordinary resolution.

ITEM NO.4

The Board of Directors based on the recommendation of Nomination and Remuneration Committee had appointed Mr. Rakesh Kanyadi (DIN: 08532438) as an Additional Director w.e.f 13th August, 2019. In terms of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Rakesh Kanyadi holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

Mr. Rakesh Kanyadi (DIN: 08532438), being eligible has offered himself for appointment as a Director. The Company received a notice under Section 160 of the Companies Act, 2013, signifying their intention to propose the candidature of Mr. Rakesh Kanyadi for the office of Director of the Company. Mr. Rakesh Kanyadi, aged 47 years, is B.Pharm graduate with over 18 years of experience in Pharmaceutical Industry. He has experience in managing all aspects of plant operations and has worked with reputed Pharma companies in the past. He was instrumental in implementing new technology and management excellence at Sun Pharma. Mr. Rakesh Kanyadi currently heads the Plant & Stores functions at the Company's plant located in Peenya.

The other details of Mr. Rakesh Kanyadi in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. The Board of Directors is of the opinion that Mr. Rakesh Kanyadi's vast knowledge and varied experience will be of great value to the Company and therefore recommends the Resolution at Item No.4 of this Notice relating to his appointment as a Director, liable to retire by rotation as Ordinary Resolution for your approval. Except, Mr. Rakesh Kanyadi, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested or concerned in the Resolution at Item No.4 of the Notice.

ITEM NO.5

Pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on 12th February, 2020 re-appointed Mr. Abhay Kanoria (DIN: 00108894) as the Chairman & Managing Director of the Company with effect from 1st April, 2020 to 31st March, 2023 for a further term of 3 Years.

Mr. Abhay Kanoria, aged 64 years, is the Chairman & Managing Director of the Company. Mr. Abhay Kanoria is a B.Sc graduate with specialization in Chemistry and is a person with varied business interests and industry experience. Mr. Abhay Kanoria has been associated with the Company since 1986 and brings a rich experience in the Pharmaceutical industry for more than three decades. Additionally, he continues to advice the family business of textiles. Mr. Abhay Kanoria has promoted the Company since the time he was employed and has contributed significantly in developing the business of the Company and continues to guide the Company with new business strategies and ideas.

Mr. Abhay Kanoria was re-appointed as the Chairman & Managing Director by the shareholders at the 94th Annual General Meeting of the Company for a period of 3 years w.e.f. 1st April, 2017 to 31st March, 2020. The present tenure of Mr. Abhay Kanoria as the Chairman & Managing Director expired on 31st March, 2020.

His association with the Company as the Chairman & Managing Director reflected good performance and productivity of the Company. It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Abhay Kanoria (DIN: 00108894) as the Chairman & Managing Director of the Company in terms of the applicable provisions of the Act. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Abhay Kanoria are as under:

Period : Three years w.e.f 1st April, 2020 to 31st March, 2023

- a) Salary at the rate of Rs.2.75 lakhs per month
- b) Rent Free furnished accommodation or House Rent Allowance in lieu thereof, and other perquisites like reimbursement of expenditure incurred on Gas, Electricity, Power, Water and Furnishings.
- c) Use of office car with driver. Use of the car for private purposes to be billed by the Company to Shri. Abhay Kanoria.
- d) Contributions to Provident Fund, Gratuity Fund and Superannuation Scheme as per Rules of the Company.
- e) Coverage under Personal Accident Insurance as per Rules of the Company.
- f) Free Residential telephone excluding long distance personal calls.
- g) The re-imburement of medical expenses for himself and family for domiciliary treatment up to a limit of Rs.15,000/- in a year and coverage under Company's MEDICLAIM policy with Insurance Company for self and family.
- h) Leave Travel Concession for self and family once a year, in accordance with the Rules of the Company.
- i) Earned leave as per the rules of the Company; encashment of un-availed leave at the end of the tenure.
- j) The Cost to the Company in respect of all perquisites shall not, together with the salary and commission exceed the limits, stipulated in Part II of Section II of Schedule V to the Companies Act, 2013 as existing or as may be amended from time to time.
- k) First Class Air or Air-conditioned/Executive Class Rail fares at his option for self, wife and dependant children to his home-town in India on termination of the Agreement.
- l) For the purpose of above ceiling following perquisites shall not be included;
 - Contributions to Provident Fund, Superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.



- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
 - Encashment of leave at the end of the tenure.
- m) Commission at the rate of 2% of the net profits of the Company.
- n) The Agreement may be terminated at any time by either party giving to the other six English Calendar month's previous notice in writing.

Minimum Remuneration: Notwithstanding anything herein, where in any financial year during the tenure of the Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the requisite approvals, being obtained.

Mr. Abhay Kanoria will not be entitled to sitting fees for attending meetings of the Board of the Directors or any Committees thereof.

The terms and conditions set out for re-appointment and payment of remuneration may be altered and varied from time to time by the Board of Directors as it may, at its discretion deem fit within the overall ceiling fixed herein.

The Nomination and Remuneration Committee at its meeting held on 12th February, 2020 has already approved the remuneration payable to Mr. Abhay Kanoria as the Chairman & Managing Director of the Company.

In the case of non-availability or inadequacy of profits in any financial year of appointment the Company shall as per the provisions of Schedule V and subject to shareholder's approval at general meeting pay Managerial Remuneration to Mr. Abhay Kanoria as Chairman & Managing Director of the Company, in the manner and subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The details as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings of the above Director is provided in the Annexure to this Notice.

Nature of concern or interest of Directors:

Mr. Abhay Kanoria, Chairman & Managing Director is deemed to be interested in this item of business since it relates to his re-appointment. Mr. Nirbhay Kanoria and Mr. Uddhav Kanoria are also deemed to be interested, being relatives of Mr. Abhay Kanoria. No other Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

The Board recommends the Resolution as set out in Item No.5 of the Notice for approval of the Members by way of a Special resolution.

ITEM No.6

Pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on 12th November, 2019 re-appointed Mr. Nirbhay Kanoria (DIN: 02558300) as the Whole Time Director of the Company with effect from 1st February, 2020 to 31st January, 2023 for a further term of 3 Years.

Mr. Nirbhay Kanoria, aged 36 years, is the Whole-Time Director of the Company. He is a graduate in Business Administration and Arts with Marketing and Economics as main. He currently looks heads the Administration and Marketing Departments of the Company. Mr. Nirbhay Kanoria was appointed as the Whole Time Director by the shareholders at the 94th Annual General Meeting of the Company for a period of 3 years w.e.f. 1st February, 2017 to 31st January, 2020. His tenure as the Whole Time Director expired on 31st January, 2020.

His association with the Company as the Whole Time Director reflected good performance of the Company. It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Nirbhay Kanoria as the Whole-Time Director of the Company in terms of the applicable provisions of the Act. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Nirbhay Kanoria are as under:

Period : Three years w.e.f 1st February, 2020 to 31st January, 2023

- I. Salary at the rate of Rs.1,25,000/- per month.
- II. Perquisites and allowances:
 - a. Rent free accommodation or House Rent Allowance in lieu thereof, and other perquisites like reimbursement of expenditure incurred on Gas, Electricity, Power, Water and Furnishings.
 - b. Use of Company maintained car with driver. Use of the car for personal use to be billed to Shri. Nirbhay Kanoria.
 - c. Contributions to Provident Fund and Superannuation Scheme as per Rules of the Company and contribution to Gratuity Fund computed at half a month's salary for every completed year of Service.
 - d. Personal Accident Insurance, annual premium.
 - e. Free residential telephone facility excluding long distance personal calls.
 - f. The reimbursement of Medical expenses for himself and family on domiciliary treatment up to a limit as per Rules of the Company and coverage under Company's group MEDICLAIM policy with an Insurance Company for self and family.
 - g. Leave Travel Concession for self and family once a year, in accordance with the Rules of the Company.

- h. Leave as per the rules of the Company; encashment of un-availed earned leave at the end of tenure.
- i. For the purpose of computation of the said ceiling, contributions to the Provident Fund and Superannuation Scheme, to the extent these either singly or put together, are not taxable under the Income Tax Act, 1961, Gratuity and encashment of un-availed leave, shall not be included.
- j. The perquisites and allowances are to be valued as per the Income Tax Rules, wherever applicable and actual cost to the Company in other cases.
- III. The total remuneration payable by the Company including Salary, Perquisites and allowances and remuneration payable to him by other companies shall not exceed the limits stipulated in Schedule V to the Companies Act, 2013 as existing or as may be amended from time to time.
- IV. First Class Air or Air-conditioned/Executive Class Rail fares at his option for self to his home-town in India on termination of the Agreement.
- V. The Agreement may be terminated at any time by either party giving to the other six English Calendar months' prior notice in writing or salary in lieu thereof.

Minimum Remuneration: Notwithstanding anything herein, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the requisite approvals, being obtained.

Mr. Nirbhay Kanoria will not be entitled to sitting fees for attending meetings of the Board of the Directors or any Committees thereof.

The terms and conditions set out for reappointment and payment of remuneration may be altered and varied from time to time by the Board of Directors as it may, at its discretion deem fit within the overall ceiling fixed herein.

The Nomination and Remuneration Committee at its meeting held on 12th November, 2019 has already approved the remuneration payable to Mr. Nirbhay Kanoria as Whole-time Director of the Company.

In the case of non-availability or inadequacy of profits in any financial year of appointment the Company shall as per the provisions of Schedule V and subject to shareholder's approval at general meeting pay Managerial Remuneration to Mr. Mr. Nirbhay Kanoria as Whole Time Director of the Company, in the manner and subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The details as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings of the above Director is provided in the Annexure to this Notice.

Nature of concern or interest of Directors:

Mr. Nirbhay Kanoria, Whole Time Director is deemed to be interested in this item of business since it relates to his re-appointment. Mr. Abhay Kanoria and Mr. Uddhav Kanoria are also deemed to be interested, being relatives of Mr. Nirbhay Kanoria. No other Director or Key Managerial Personnel or their relative is concerned or interested in this item of business.

The Board recommends the Resolution as set out in Item No.6 of the Notice for approval of the Members by way of a Special resolution.

ITEM No.7

Pursuant to the provisions of Section 161(1) of the Act and applicable rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Dr. Rajeshwar B. Smarta (DIN: 02835301), shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 13th August, 2019 appointed Dr. Rajeshwar B. Smarta (DIN: 02835301), as an Additional Director (Independent) of the Company, not liable to retire by rotation, for a term of 5 years i.e. from 13th August, 2019 to 12th August, 2024, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Director. The Company has received declaration from Dr. Rajeshwar B. Smarta to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Dr. Rajeshwar B. Smarta fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as the Independent Director and he is independent of the management of the Company.

In accordance with the provisions of Companies Act, 2013 and SEBI Listing Regulations, no Public Company shall appoint or continue the directorship of a Non-executive director who has attained the age of 70 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. It is therefore necessary to approve continuation of Dr. Smarta's directorship on the Board of Directors of the Company by way of a special resolution. The Board considers that his association would be of immense benefit to the Company as he brings rich experience in the Pharmaceutical industry and hence it is desirable to avail services of Dr. Rajeshwar B. Smarta as an Independent Director.

A brief profile of the Independent Director to be appointed is given below:

Dr. Rajeshwar B. Smarta: Dr. Rajeshwar B. Smarta brings a rich experience of more than three decades in the industry and has worked with various Pharma companies and is currently into the business of providing consultancy. Dr. Smarta regularly contributes and shares his thoughts and experiences in columns and articles which are published in business journals.



The details as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meetings of the above Director is provided in the Annexure to this Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and SEBI Listing Regulations and other applicable Regulations, the appointment of Dr. Rajeshwar B. Smarta as Independent Director is being placed before the Members for their approval. The Board recommends the Special Resolution in relation to appointment of Dr. Rajeshwar B. Smarta as an Independent Director as set out at Item No.7 of this Notice.

Nature of concern or interest of Directors:

Dr. Rajeshwar B. Smarta is concerned or interested, in the Resolution relating to their own appointment. None of the other Directors and Key Managerial Personnel of the Company is in any way, concerned or interested, in the Resolution set out at Item No. 7 of the Notice.

By order of the Board of Directors
For **Anglo-French Drugs & Industries Ltd.**

Bengaluru
22nd June, 2020

Deepa Ramachandran
Company Secretary

Registered Office:
No.41, 3rd cross, V Block,
Rajajinagar,
Bengaluru 560 010.

Anglo-French Drugs & Industries Limited

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT 97TH ANNUAL GENERAL MEETING :

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial standards on General meetings are provided herein below:

Name of the Director	Mr. Sanatkumar Shirali	Mr. Rakesh Kanyadi	Mr. Abhay Kanoria	Mr. Nirbhay Kanoria	Dr. Rajeshwar B. Smarta
DIN	05260386	08532438	00108894	02558300	02835301
Age	69 years	47 years	64 years	36 years	75 years
Designation	Non-Executive Director	Non - Executive Director	Chairman and Managing Director	Whole Time Director	Independent Director
Date of first appointment on the Board	1st July, 2012	13th August, 2019	5th August, 1988	1st February, 2017	13th August, 2019
Qualifications	Bachelor of Science (Chemistry)	Bachelor in Pharmacy	Bachelor of Science	BA – Economics BBA –Marketing from The University of Texas at Austin	M.Sc., MMS, PhD, FRSA and CMC
Brief resume of the Director	Mr. Sanat Shirali has a dynamic career of over 4 decades in the Pharma industry. He has been highly successful in driving large scale revenue and profit gains as well as improving on organisational productivity and performance. He is well organised with a track record that demonstrates self-motivation, entrepreneurial ability, creativity, and initiative to achieve corporate goals.	Mr. Rakesh Kanyadi is a B . P h a r m graduate with over 18 years of experience in Pharmaceutical Industry. He has experience in managing all aspects of plant operations and has worked with reputed Pharma companies in the past.	Mr. Abhay Kanoria is a B.Sc graduate with specialization in Chemistry and is a person with varied business interests and industry experience. Mr. Abhay Kanoria has been associated with the Company since 1986 and brings a rich experience in the Pharmaceutical industry for more than three decades. Additionally, he continues to advice the family business of textiles.	Mr. Nirbhay Kanoria is a graduate in Business administration and Arts with Marketing and Economics as main and has been associated with the Company for over 11 years. He presently heading the Administration and Marketing Departments of the Company.	Dr. Rajeshwar B. Smarta is a pioneer and thought leader who has visionary ideas and projects for National and Global clients in Pharmaceuticals, Nutraceuticals and Wellness. He has also pioneered in bringing Video-based Skills Development-Rx and Interact packages in Pharmaceutical selling and marketing. Honorary Secretary in HADSA (Health Foods and Dietary Supplements Association) he is developing nascent Nutraceutical industry.
Experience and expertise in specific functional area	Sales and Marketing	Plant Operations – Technical	General Administration in Pharmaceuticals & Textile Industry	Sales, Marketing & HR	Marketing, Branding, & Business Consultancy
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL
Details of remuneration last drawn (FY 2019-20)	Only sitting fees is paid.	Rs. 12.96 lacs	Rs. 49.48 lacs	Rs. 29.39 lacs	Only sitting fees is paid.
Directorship held in others bodies corporate as on 31st March,2020	NONE	NONE	1. Broach Textile Mills Ltd. - Managing Director. 2. Radha Kesari Spinning Mills Ltd. 3. Sudarshan Exports Ltd. 4. Aakruti Investments Ltd. 5. Ekta Tie-up Pvt. Ltd.	AFD Pharma Pvt. Ltd.	1. Interlink Marketing Consultancy Pvt. Ltd. 2. Integrall Media Pvt. Ltd. 3.Sampoorna Empowerment Foundation



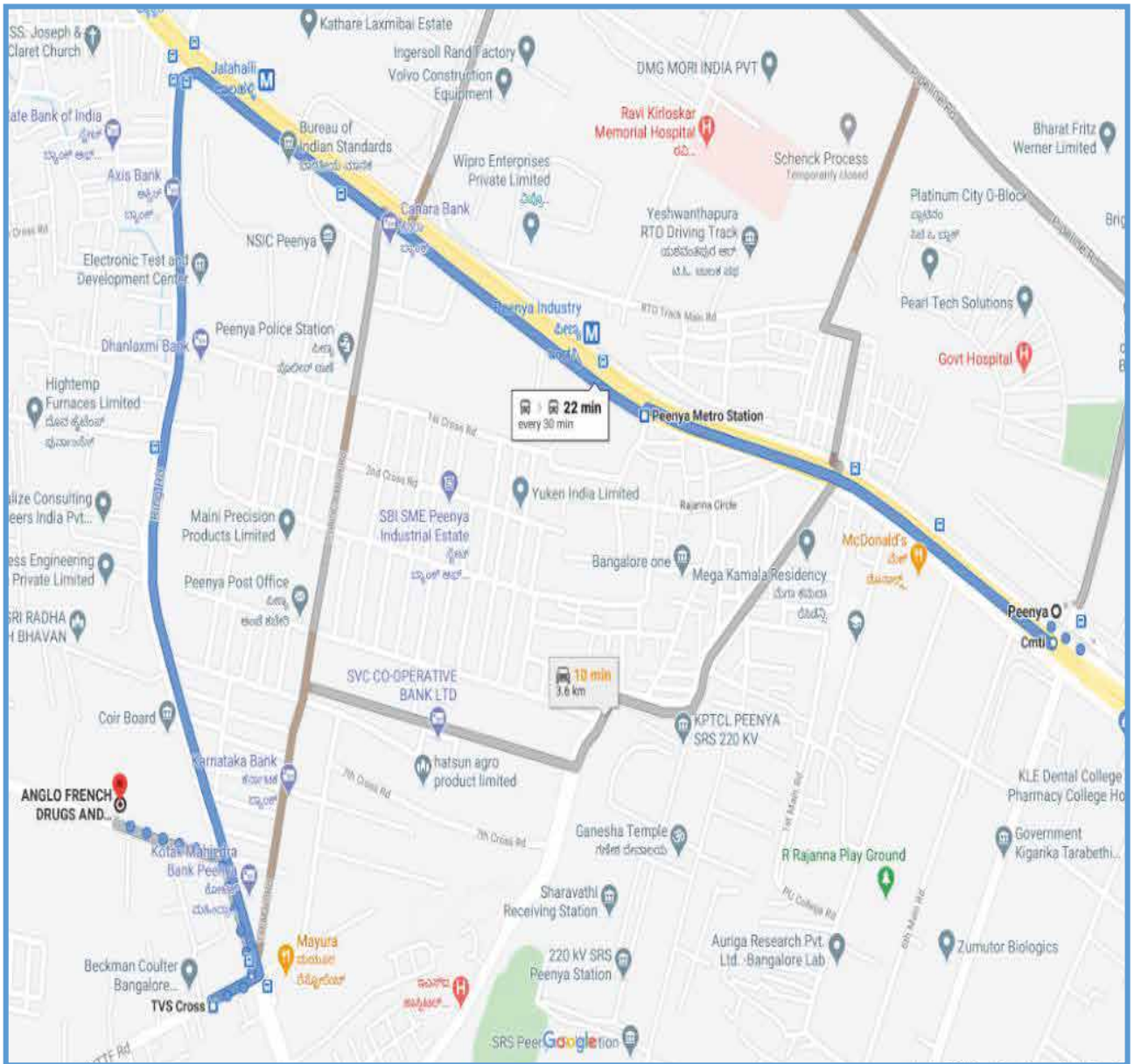
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT 97TH ANNUAL GENERAL MEETING :

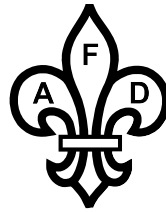
Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial standards on General meetings are provided herein below:

Name of the Director	Mr. Sanatkumar Shirali	Mr. Rakesh Kanyadi	Mr. Abhay Kanoria	Mr. Nirbhay Kanoria	Dr. Rajeshwar B. Smarta
Membership/ chairmanship of Committees of other companies as on 31st March, 2020	NONE	NONE	NONE	NONE	NONE
Inter-se relationship with other director and Key managerial personnel	NONE	NONE	Mr. Abhay Kanoria is the father of Mr. Nirbhay Kanoria.	Mr. Nirbhay Kanoria is the son of Mr. Abhay Kanoria.	NONE
Number of Board meetings attended during the year	2	4	4	4	4
Remuneration last drawn and to be paid	NA	NA	Please refer Item no.5 of Explanatory Statement.	Please refer Item no.6 of Explanatory Statement.	NA
Terms & conditions of re-appointment/ variation of remuneration	Appointed as a Director liable to retire by rotation	Please refer Item no. 4 of Explanatory Statement.	Please refer Item no.5 of Explanatory Statement.	Please refer Item no.6 of Explanatory Statement.	Please refer Item no.7 of Explanatory Statement.

Route Map for Annual General Meeting Venue

Venue: Plot No.4, Peenya Industrial Area, Phase II, Peenya, Bengaluru-560058





ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED

CIN: L24230KA1923PLC010205

Registered Office: No.41, 3rd Cross, V Block, Rajajinagar, Bengaluru – 560010

Email ID: compliance@afdil.com Website: www.afdil.com

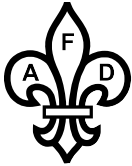
ATTENDANCE SLIP

I hereby record my presence at the Ninety Seventh (97th) Annual General Meeting held on Tuesday, 29th September 2020 at 4.30 PM at Plot No.4, Peenya Industrial Area, Phase II, Peenya, Bengaluru - 560058.

Folio No. / DP ID-Client ID	
Full Name of the Shareholder in Block Letters	
No. of Shares held	
Name of Proxy (if any) in Block Letters	

- Note :
1. A proxy attending on behalf of Shareholder(s) should write the name of the Shareholder(s) from whom he holds Proxy.
 2. Members will be provided with a copy of Annual Report at the Meeting.

Signature of the Shareholder/Proxy/Representative



ANGLO-FRENCH DRUGS & INDUSTRIES LIMITED

CIN: L24230KA1923PLC010205

Registered Office: No.41, 3rd Cross, V Block, Rajajinagar, Bengaluru – 560010

Email ID: compliance@afdil.com Website: www.afdil.com

PROXY FORM

(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)

CIN	L24230KA1923PLC010205
Name of the Company	Anglo-French Drugs & Industries Ltd.
Registered Office	No.41, 3rd Cross, V Block, Rajajinagar, Bengaluru -560 010
Name of the Member(s):	
Registered Address:	
E-mail ID :	
Folio No./Client ID or DP ID :	

I/We, being the member(s) of, shares of the above names Company hereby appoint:

1) _____ of _____ having e-mail ID _____ or failing him/her

2) _____ of _____ having e-mail ID _____ or failing him/her

3) _____ of _____ having e-mail ID _____ or failing him/her

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 Annual General Meeting of the Company, to be held on Tuesday at 4.30 pm at Plot No.4, Peenya Industrial Area, Phase II, Peenya, Bengaluru - 560058, and at any adjournment thereof in respect of such resolutions as are indicated below:



* I/We appoint my / our above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Description	I assent to the resolution	I dissent to the resolution
1.	To receive, consider and adopt the Audited Financial Statements (including Audited consolidated Financial Statements) of the Company, for the financial year ended 31st March 2020 together with the Report of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Shri. Sanatkumar Shirali, (DIN: 05260386), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of appointment and remuneration of Cost Auditors of the Company for the Financial Year 2020-21.		
4.	Appointment of Mr. Rakesh Kanyadi, (DIN: 08532438) as Director of the Company.		
5.	Re-appointment of Mr. Abhay Kanoria (DIN: 00108894) as Chairman & Managing Director of the Company.		
6.	Re-appointment of Mr. Nirbhay Kanoria (DIN: 02558300) as Whole-time Director of the Company and fixing his remuneration.		
7.	Appointment of Dr. Rajeshwar B Smarta, (DIN: 02835301) as an Independent Director, of the Company.		

Signed this ____ Day of September 2020.

Affix Revenue
Stamp of not less
than Rs. 1/-

Signature of Shareholder

Signature of Proxy holder (s)

Notes:

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. Please complete all details of Member(s) before submission.