



Anglo-French Drugs & Industries Limited

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

NOTICE

NOTICE is hereby given that the 95th Annual General Meeting of Anglo-French Drugs & Industries Limited will be held on Monday, 13th August 2018 at 4.30pm at Hotel Abhimaani Vasathi, # 2/9, Dr. Raj Kumar Road, Rajajinagar, Bengaluru-560010, 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 2018 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.

RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Shri. Sanatkumar Shirali (DIN: 05260386) as a Director, to the extent that he is required to retire by rotation.

3. To ratify the appointment of auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the ordinary resolution passed by the members at 94th Annual General Meeting of the Company held on 21.9.2017 and the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification (s) or re-enactment (s) thereof for the time being in force) the appointment of M/s KAMG & Associates, Chartered Accountants (FRN:311027E), as Statutory Auditors of the Company, at such remuneration as may be approved by the Board of Directors of the Company, be and is hereby ratified.

SPECIAL BUSINESS

4. **To consider and ratify the Appointment of Cost Auditors for Cost Audit of Formulations and to fix the Remuneration for the financial year 2018-19.**

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 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 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 2018-19 amounting to Rs. 60,000/- per annum, including out of pocket expenses in connection with the aforesaid audit is hereby ratified.

FURTHER RESOLVED 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.

5. To consider and approve borrowing powers of the Company up to Rs. 70 Crores.

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

RESOLVED THAT, in supersession of the resolution passed in this regard at the 71st Annual General Meeting of the Company held on 30th June 1994 and 91st Annual General Meeting of the Company held on 27th October 2014, under section 293(1)(d) of the Companies Act, 1956, and pursuant to the provision of section 180(1) (c) of the Companies Act, 2013 consent of the Company be and is hereby accorded to the Board of Directors of the company to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of business of the company, from one or more Banks, financial institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies borrowed together with the monies already borrowed (apart from temporary Loans obtained by the Company's bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs.70 Crores (Rupees Seventy Crores only).

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.

By order of the Board

Bangalore
30th May 2018

B. Subbarayalu
GM – Regulatory Affairs & Secretarial

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. 4

On recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 30th May 2018 approved the appointment of G.M. & Associates, Cost Accountants, as Cost Auditor, of the Company, to conduct the audit of Cost Accounts relating to Formulations for the Financial Year 2018-19, on such remuneration including out of pocket expenses as may be fixed by the Chairman & Managing Director.

In accordance with the provision of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors shall be ratified by the Members of the Company.

The Board of Directors have recommended the remuneration of Rs.60,000/- (Rupees sixty thousand only) including out of pocket expenses payable to the said Cost Auditor for conducting cost audit of the Company for the financial year 2018-19. Your Directors recommend the resolution for approval of the Shareholders.

No Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, are deemed to be interested and concerned in this resolution.

The Board accordingly recommends the resolution as set out in Item No.4 of the Notice for approval of the Members.

ITEM No. 5

In terms of the provision of Section 180(1) (a) and 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company except with the consent of the Company by a special resolution, borrow moneys apart from temporary Loans in excess of aggregate of the paid up capital and its free reserves nor the Board can create any security or create mortgage charges and hypothecations over the assets of the company which would be required to secure aforesaid borrowings.

The above section 180 of the companies Act, 2013 corresponds to section 293 of the Companies Act, 1956 under which the consent of the company was required by ordinary resolutions.

Accordingly at the 91st Annual General Meeting of the Company held on 27th October 2014, the members had passed a Special Resolution authorising the Board to borrow for the business of the Company on such terms and conditions as they may think fit, moneys upto Rs.50,00,00,000/- (Rupees fifty crores only) in terms of Section 180 (1) (c) of the Companies Act, 2013, and to mortgage, charge, hypothecate, or pledge all or any of the Company's movable and/or immovable assets or properties for the above purpose in terms of Section 180 (1) (a) of the Act.

In view of the anticipated growth in the Company's activities and the consequent increase in the requirements of finance, it is considered desirable to raise the borrowing limit of authority given to the Board pursuant to the above Section from Rs.50,00,00,000 to Rs.70,00,00,000 and give to the Board the consequential authority to mortgage etc., the Company's assets and properties for this purpose.

No Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, are deemed to be interested and concerned in this resolution.

The Board accordingly recommends the resolution as set out in Item No.5 of the Notice for approval of the Members.

By order of the Board

Bangalore
30th May 2018

B. Subbarayalu
GM – Regulatory Affairs & Secretarial

Registered Office:

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

NOTES:

1. 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.
2. The quorum for the Annual General Meeting, as provided in Section 103 of the Companies Act,2013 read with Article 84, is fifteen members, personally present in the meeting at the commencement of business.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 7th August 2018 to Monday 13th August 2018 (both days inclusive).
4. The Company has established the Electronic Connectivity with NSDL and CDSL to facilitate holding and transfer of shares in de-materialized 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.
5. Members, holding shares in physical form, may notify change in their address, by quoting Folio Number, to the Company or to the Share Transfer Agents. Those who hold shares in de-materialisation form, may notify the change in address to the Depository Participant, where such shareholder have a demat account.
6. Copies of the Annual Report 2017-18, Notice of the said Meeting, Attendance Slip, Proxy Form and Ballot Form are being sent by electronic mode to all those members whose e-mail addresses are registered with the Company/RTA or Depository

Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2017-18, Notice etc., are being sent by the permitted mode.

7. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 Which sets out details relating to special Business to be transacted at the meeting, is annexed and forms part of this Notice.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, circulars etc., from the Company in electronic mode.
9. Members are requested to:
 - i. Submit their attendance slips at the registration counters at the venue of AGM and seek registration before entering the meeting hall.
 - ii. Furnish a valid identity proof such as PAN card/passport/Aadhaar/Driving license along with the attendance slip to the AGM hall.
 - iii. Notify any change in their registered address at an early date.
 - iv. Quote folio numbers in all their correspondence; and,
 - v. Bring the copy of the Annual Report and the attendance slip at the Annual General Meeting.
10. 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.
11. **Members are requested to note that dividends which are not encashed or claimed within seven years from the date of declaration of the Dividend, will, as per the provisions of Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, transfer and Refund) Rules, 2016 (IEPF Rules, 2016), shall be transferred to the Investor Education and Protection Fund (IEPF) a fund constituted by the Government of India under Section 125 of the Companies Act, 2013. In view of this, members are advised to send the entire un-encashed dividend warrants to the Company or our Registrars for revalidation and encash them before the due dates.**

Statement of unclaimed Dividends for the previous years:

| Financial Year | Unclaimed amount as on 31.3.2018. (Amount in Rs.) | Due date/ date of transfer to Investor Education and Protection Fund |
|----------------|---|--|
| 2010-11 | 1,46,887.50 | 04.12.2018 |
| 2011-12 | 1,62,090.00 | 16.12.2019 |
| 2012-13 | 1,68,452.00 | 14.12.2020 |

Further, in accordance with the provisions of Section 124(6) of the Companies Act, 2013 and IEPF Rules, 2016, Shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to IEPF Suspense Account.

12. Remote e-Voting through electronic means:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 95th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services. The facility of casting the votes by the members using Remote electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- b. The facility for Voting through ballot paper shall be made available at the 95th AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. The remote e-voting period commences on Friday, 10th August 2018 (9:00 am) and ends on Sunday, 12th August 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 6th August 2018, may cast their vote by remote e-voting. The remote 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.
- e. The process and manner for remote e-voting are as under:

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-into 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'?
 - (i) 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'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) 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.
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?

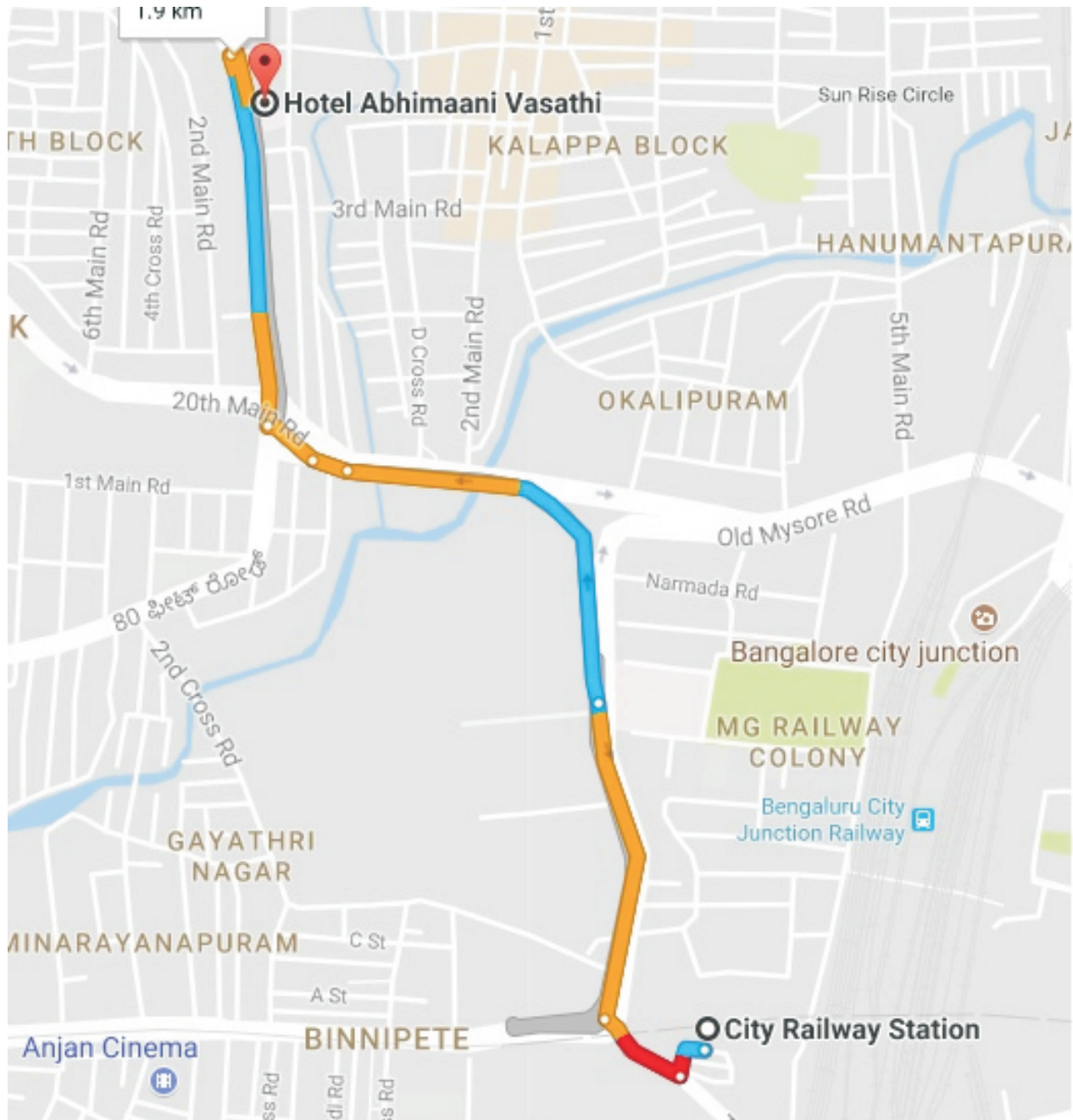
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

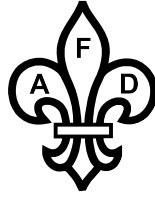
General Guidelines for shareholders

- 1 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 swaroop@srlegal.co.in with a copy marked to evoting@nsdl.co.in.
2. 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.nsd.com to reset the password.
3. 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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Route Map for Annual General Meeting Venue

Hotel Abhimaani Vasathi,
2/9, Dr. Rajkumar Road
Rajajinagar, Bangaluru-560010.





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No.41, 3rd Cross, V Block, Rajajinagar, Bengaluru – 560 010
CIN: L24230KA1923PLC010205
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ATTENDANCE SLIP

I hereby record my presence at the Ninety Fifth Annual General Meeting held on Monday 13th August 2018 at 4.30 PM at Hotel Abhimaani Vasathi, # 2/9, Dr. Rajkumar Road, Rajajinagar Bengaluru-560010.

| | |
|--|--|
| Folio No. / DP ID-Client ID | |
| Full Name of the Shareholder in Block Letters | |
| No. of Share 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 are requested to bring their copy of the Annual Report to the Meeting as additional copies of the same will not be made available at the Meeting.

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable



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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
Tel No. : 080-23156757, **Fax No.**080-23389963/ 23306596,
E-mail : **subbarayulu.babunaidu@afdil.com, Website:** www.afdil.com

| | |
|---|--|
| Name of the Member(s) | |
| Registered Address : | |
| E-mail ID : | |
| Folio No. / Client ID or DP ID : | |

I/We, being the Member(s) of, 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 Monday 13th August 2018 at Hotel Abhimaani Vasathi 2/9, Dr. Raj Kumar Road, Rajajinagar, Bengaluru-560010 at, 4.30 pm 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 2018 together with the Report of the Board of Directors and Auditors thereon. | | |
| 2. | To appoint a Director in place of Shri.Sanat Kumar Shirali, (DIN: 05260386), who retires by rotation and being eligible, offers himself for re-appointment. | | |
| 3. | To ratify Appointment of statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the 96 th Annual General Meeting of the Company and to authorize the Board of Directors to fix the remuneration. | | |
| 4. | To consider and ratify the Appointment of Cost Auditors for Cost Audit of Formulations and fix the Remuneration for the financial year 2018-19. | | |
| 5. | To consider and approve Borrowing Power of the Company under Section 180 (1) (c) of the Companies Act, 2013 | | |

Signed this Day of 2018.

Signature of Shareholder

Signature of Proxy holder (s)

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

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 including details of Member(s) before submission.