

# EAST INDIA PHARMACEUTICAL WORKS LIMITED

CIN :U24231WB1936PLC008598

Regd. Office : 6, Nandalal Bose Sarani, Kolkata- 700 071

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E-mail : [eastindia@eastindiapharma.org](mailto:eastindia@eastindiapharma.org)

Website : [www.eastindiapharma.org](http://www.eastindiapharma.org)

## Notice to the Members

Notice is hereby given that the Eightieth Annual General Meeting of the Members of East India Pharmaceutical Works Limited will be held at the Convention Centre (Mini Theatre Hall), Science City, J.B.S. Haldane Avenue, Kolkata- 700 046 on Friday, the 8th day of September, 2017 at 11.00 A.M. to transact the following businesses:

### Ordinary Business:

1. To consider and adopt
  - (a) The Audited Standalone Financial Statements for the financial year ended 31st March, 2017 and Reports of the Board of Directors and the Auditors thereon; and
  - (b) The Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 and Reports of the Auditors thereon;.
2. To declare Dividend on Equity Shares of the Company.
3. To appoint a Director in place of Prof. (Dr.) Suman K Mukerjee (DIN - 01262841), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Dr. Tapas Raychaudhury (DIN - 00711365), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
5. **Ratification of Statutory Auditor's appointment**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force) the appointment of M/s. APS Associates, Chartered Accountants (Firm Registration No. 306015E), who were appointed by the Members at the 77th Annual General Meeting of the Company held on 19th September, 2014 for a period of five years be and is hereby ratified for the year 2017- 18 to hold office as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board of Directors plus reimbursement of out-of-pocket expenses as may be incurred by them in the course of their audit”.

### Special Business:

6. **Ratification of remuneration of Cost Auditor for the financial year 2017-18**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. DGM & Associates, Cost Accountants (Firm Registration No. 000038) to conduct the audit of the cost records of the Company for the financial year 2017-18, amounting to Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses to be incurred by them in connection with the aforesaid audit as approved by the Board of Directors be and is hereby ratified.”

**“RESOLVED FURTHER THAT** Sri Amit Kumar Sen, Managing Director and Mr. Debarshi Duttagupta, Managing

Director of the Company be and are hereby authorised to do all such acts, things and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **Adoption of new set of Articles of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof), for the time being in force, a new set of Articles of Association, a copy of which is available for inspection at the Registered Office of the Company and also available on the website of the Company [www.eastindiapharma.org](http://www.eastindiapharma.org) upto the date of the 80th Annual General Meeting (AGM) of the Company as also at the AGM during the continuance thereof, be and is hereby approved and adopted as the Articles of Association of the Company in substitution, and to the entire exclusion, of the Articles contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** Sri Amit Kumar Sen, Managing Director, Sri Debarshi Duttagupta, Managing Director and Sri Nirjhar Mukhopadhyay, Secretary & Chief Compliance Officer be and are hereby severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

By Order of the Board of Directors



Nirjhar Mukhopadhyay

Secretary & Chief Compliance Officer

Date : 7th August, 2017

Place : Kolkata

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective must be received at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Annual General 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 paid up share capital of the Company carrying voting rights. However 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.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special businesses to be transacted at the Annual General Meeting as set out in the notice is annexed hereto.
4. a) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 2nd September, 2017 to Friday, 8th September, 2017 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the meeting.  
b) The dividend, if declared by the Members at the Annual General Meeting, will be paid to those Members whose names shall appear on the Company's Register of Members as on Friday, 1st September, 2017. In respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Friday, 1st September, 2017, as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

- c) Dividend of Re. 0.50 per share has been recommended by the Board of Directors for the year ended 31st March, 2017 and subject to the approval of the shareholders at the ensuing Annual General Meeting.
5. Relevant documents referred to in the notice and accompanying statement are open for inspection by the Members at the Registered Office of the Company on all working days except Saturdays and public holidays, between 10.30 am to 12.30 p.m. up to the date of the Annual General Meeting.
  6. Members holding securities in electronic form are requested to intimate immediately any change in their address/e-mail id/ bank mandates directly to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares certificates in physical form are requested to advise any change of address/e-mail id/ bank mandate immediately to the Company's Registered Office.
  7. In accordance with the provisions of Section 124 of the Companies Act, 2013 read with Rules made thereunder, the Company has transferred Rs. 16,90,977.50/- being unclaimed and unpaid dividend amount pertaining to Dividend for the year 2008-09 to the Investor Education and Protection Fund of the Central Government. Dividend for the financial year ended 31st March, 2010 and thereafter, which remain unpaid and unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund. Information of such unclaimed dividend is given below. Members who have not encashed dividend warrant(s) for the below mentioned years are requested to seek issue of duplicate warrant(s) by writing to the Company.

<b>Financial Year</b>	<b>Due Date</b>
2009-10	10/08/2017
2010-11	04/09/2018
2011-12	09/09/2019
2012-13	Div. Nil
2013-14	20/09/2021
2014-15	18/09/2022
2015-16	17/10/2023

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 16th September, 2016 (date of last Annual General Meeting) on the website of the Company ([www.eastindiapharma.org](http://www.eastindiapharma.org)), as also on the IEPF website ([www.iepf.gov.in](http://www.iepf.gov.in))

Further, Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, which came into force on 7th September, 2016 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, which came into force on 28th February, 2017 provides for transferring of shares for which dividends are unpaid/unclaimed for a period of seven year to the DEMAT accounts of the Investor Education and Protection Fund. Accordingly, the company has intimated the shareholders who have not encashed/claimed any dividend from the financial year 2009-10 to financial year 2015-16 by sending letters at their address registered with the company. A Notice stating all the material facts about the same has also been published as per the IEPF Rules. In case any share of a shareholders has been transferred to the IEPF Authority, they can claim those shares from the IEPF Authority by making an application in Form – IEPF 5(Available on MCA Website). Shareholders are requested to submit proper documentary evidence to establish their claim. As per IEPF Rules, only one consolidated claim in a financial year can be made.

8. Members desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any joint holder as soon as possible.
10. Members who have not registered their e-mail address, physical copies of Annual Report for 2016-17 is being sent in the permitted mode. However, they are requested to send their e-mail id immediately.
11. Members may also note that the Notice of the 80th. AGM and the Annual Report for 2016-17 will also be available

on the Company's website [www.eastindiapharma.org](http://www.eastindiapharma.org) for their download. The physical copies of the aforesaid documents will also be available at the company's Registered Office at 6, Nandalal Basu Sarani, Kolkata- 700 071 for inspection during normal business hours on working days. Even after registering for e-communication, the members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

## **12. DEMATERIALIZATION OF SHARES**

Shareholders are requested to note that in its effort to provide ease of services to all shareholders relating to the matters of shares, the Company has engaged the services of National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for dematerialization of shares of the company. Now shareholders can hold the shares of the company in electronic (DEMAT) mode. In order to dematerialize their shareholding in the company, shareholders are requested to first open an account with a Depository Participant (DP) and then make a request for the dematerialization of shares by submitting a Dematerialization Request Form [DRF], which is available with the DP, along with the physical share certificate to the DP. All shareholders are requested to ensure that before submitting the share certificates to DP for dematerialization they are defaced by marking "Surrendered for Dematerialization" on the face of the certificate.

Shareholders are further requested to note that their electronically holding shares (DEMAT Shares) can be converted back to physical share certificates by making a request to the DP for 'Rematerialization' in the Rematerialization Request Form [RRF], which is also available with the DP.

The Company has appointed M/s CB Management Services (P) Limited as the Registrar & Share Transfer Agent (RTA) of the Company. Shareholders are requested to contact the RTA at the following address for all of their share related activities including transfer, transmission etc.

M/s CB Management Services (P) Limited  
Registrar & Share Transfer Agent  
P-22, Bondel Road, Kolkata – 700 019  
email: [rta@cbmsl.com](mailto:rta@cbmsl.com)  
Telephone: 4011 6700/2280

Shareholders may further note that, those who have not yet surrendered old share certificates for exchanges, may please contact the RTA of the company for issuance of new shares certificate as the old share certificates stands defunct. A detailed FAQ on DEMAT of Shares is attached with this Notice for the perusal of the Shareholders.

## **13. Voting through electronic means:**

- i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 80th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 5th September, 2017 (10:00 am) and ends on 7th September, 2017 (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 1st September, 2017, 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.

- iv) The process and manner for remote e-voting are as under:

- A. In case a Member who receive an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
1. Open email and open PDF file viz; "East India Pharmaceuticals Works Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  3. Click on Shareholder – Login
  4. Put user ID and password as initial password/PIN noted in step (1) above. Click Login.
  5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  7. Select "EVEN" of "East India Pharmaceutical Works Limited".
  8. Now you are ready for remote e-voting as Cast Vote page opens.
  9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  10. Upon confirmation, the message "Vote cast successfully" will be displayed.
  11. Once you have voted on the resolution, you will not be allowed to modify your vote.
  12. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mamtabinani@gmail.com](mailto:mamtabinani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM : m
  2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.
- v) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or contact the RTA of the Company C B Management Services Private Limited at [rta@cbmsl.com](mailto:rta@cbmsl.com).
- vi) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- vii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- viii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 1st September, 2017.
- ix) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 1st September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA.
- x) 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 facilities of remote e-voting or the facility of voting at the AGM by ballot paper.
- xi) Mrs. Mamta Binani, Practicing Company Secretary, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the physical voting at the venue of the AGM and the remote e-voting facility.
- xii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



- xiii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xiii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.eastindiapharma.org](http://www.eastindiapharma.org) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be published at the Registered Office of the Company.

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Items of Special Business set out in the Notice convening the Eightieth Annual General Meeting of the Company to be held on 8th September, 2017.

##### **Item 6**

The Board of Directors on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors, M/s DGM & Associates, Cost Accountants, to conduct the audit of records of Cost Audit for the financial year 2017-18. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

The Board therefore, recommends the Resolution set out in Item No. 6 of the accompanying Notice for adoption as an Ordinary Resolution by the Members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 6.

##### **Item No. 7**

The Companies Act, 2013 is now completely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. Importantly, the substantive sections of the Companies Act, 2013 which deal with the general working of companies stand notified. The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956. Not only do several regulations in the existing AoA contain references to specific Sections of the Companies Act, 1956, but some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

With the coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require alteration or deletions. It is therefore considered expedient to wholly replace the existing AoA by a new set of AoA .

The substitution of the existing AoA with the new AoA is proposed to align the AoA of the Company with the provisions of the Companies Act, 2013.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. Draft AOA has also been sent to shareholders alongwith the notice of AGM & Annual Report.

The Board therefore, recommends Resolution set out in Item No. 7 of the accompanying Notice for adoption as a Special Resolution by the Members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 7.

**By Order of the Board of Directors**



**Nirjhar Mukhopadhyay**

*Secretary & Chief Compliance Officer*

## FAQ's: Demat (Dematerialisation) of Shares

East India Pharmaceutical Works Limited in its effort to provide ease of services to all shareholders relating to the matters of shares, has engaged the services of National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for dematerialization of shares of the company. Now shareholders can hold the shares of the company in electronic (DEMAT) mode. Following are FAQs regarding dematerialization of shares of the Company.

**Q.** What is Dematerialization of shares and what are its benefits?

**Ans.** Dematerialization is the process through which the shares are held and traded in electronic form instead of physical form thus eliminating many disadvantages of shares in physical form.

Following are some of the advantages of demat holding of shares:

- Easy and speedy execution of sale, purchase etc.
- Speedy allotment/credit in case of Bonus/Rights Issue etc.
- No chances of share/securities certificates being lost, stolen or mutilated and no risk of holding forged certificates.
- Minimal paper work compared to physical shares
- No stamp duty for transfer
- No risk of bad delivery

**Q.** How a shareholders can demat/remat their shares held in physical form?

**Ans.** Approach a Depository Participant (DP) as per your choice and open a Demat account for which you will be allotted a Client ID. You should, then, surrender the share certificates to your DP by filling the Dematerialization Request Form (DRF) after which the DP generates a number known as Demat Request Number (DRN). Thereafter DP will send the certificate along with the DRF to the Registrar and Share Transfer Agent (RTA) of the Company. The RTA after verification, confirms the DRN and upon confirmation, the number of securities dematerialized will be credited in electronic form to your demat account. You may reverse this process if you so desire and get your shares reconverted into paper form. This process is known as re-materialization.

**Q.** Who is Depository and Depository Participant?

**Ans.** A depository can be compared to a bank. A depository holds securities (like shares, debentures, bonds, Government Securities, units etc.) of investors in electronic form. Besides holding securities, a depository also provides services related to transactions in securities.

At present there are two Depository in India. National Securities Depository Limited and Central Depository Services (India) Limited. Your company is registered with both of them.

A depository interfaces with the investors through its agents called "Depository Participants" (DP). If a shareholder wants to avail the services offered by the depository, he has to open an account with a DP. This is similar to opening an account with any branch of a bank in order to utilise the bank's services. Generally all the majors banks acts as Depository Participant these days. Shareholders can contact their Banks to open a DEMAT Account.

**Q.** Who is Registrar and Share Transfer Agent of the Company?

**Ans.** M/s CB Management Services (P) Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The contact details of the RTA is given below:

M/s CB Management Services (P) Limited

P-22 Bondel Road, Kolkata - 700019

Call : +91 33 40116700, 2280 6692 / 93 / 94 / 2486

Fax : +91 33 2287 0263

E-mail : rta@cbmsl.com

**Q.** How shareholders are going to get the benefits from the Company for the demat shares held by them?

**Ans.** The RTA, as on a record date/book closure date, every year, downloads data of beneficiaries holding shares of the Company in demat form. On the basis of this data the Company will send to you the notice of the Annual General meeting, Annual Report and make available to you corporate benefits like dividend/right issue/bonus issue etc. Please note that the rights of the shareholders holding shares in demat form are same as that of the shares held in physical form.

**Q.** Whom should a shareholder contact for queries relating to their demat account?

**Ans.** Your demat account is maintained by the DP and therefore any communication/ intimation/queries relating to change of address, change in bank account details, registration of nominees, demat account etc may please be addressed to your DP. Please note that the Company / RTA has no access to your depository account and hence any request with regard to any of the above subjects cannot be considered.

**Q.** How a shareholder can transfer their shares of East India Pharmaceutical Works Limited held in DEMAT form to another person?

**Ans.** Shareholder need to issue the delivery instruction in off market trade column of the delivery instruction form by filing in the Client ID & DP ID of the purchaser of EIPWL shares and deposit the same with their DP who will transfer your EIPWL shares into his (purchasers) DP Account.

**Q.** I have shares in the demat form. What do I do for making a nomination?

**Ans.** Please approach your Depository Participant. Kindly note that in the account opening form provided by the DP there is a provision for providing the name of the nominee.