



## **NOTICE**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of **M/s Godavari Drugs Limited** will be held at J.S. Krishna Murthy Hall, FTAPCCI Premises, 11-6-841, Red Hills, Hyderabad -500004 on 13<sup>th</sup> day of August, 2016 at 03.30 p.m. to transact the following businesses:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March, 2016 including Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of the Profit & Loss for the year ended on that date and Cash Flow Statement and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ghanshyam Jaju who retires by rotation and being eligible, offers himself for reappointment.
3. Re-Appointment of Auditor 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule VI of the Act, as amended from time to time, M/s S. Daga & Co., Chartered Accountants, (Firm Registration No. 000669 S), be and is hereby re-appointed ( their appointment being ratified ) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their re-appointment at every next Annual General Meeting), at such remuneration as may be mutually agreed upon between the Board of Directors and Statutory Auditors.”

### **SPECIAL BUSINESS:**

4. Ordinary Resolution for ratification of remuneration payable to M/s. Bharathula & Associates, appointed as Cost Auditors of the Company for FY 2016-17

**“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, M/s. Bharathula & Associates, Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2016-17, be paid a remuneration of Rs.15000 per annum plus applicable service tax and out of pocket expenses that may be incurred

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

5. Ordinary Resolution for revision in terms of remuneration of Mr. Mukund Kakani, Managing Director of the Company

**“RESOLVED THAT** Pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Mukund Kakani [DIN: 00104646], Managing Director of the Company, with effect from 9<sup>th</sup> February, 2016, on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mukund Kakani .

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Mukund Kakani, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.



**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

6. Ordinary Resolution for revision in terms of remuneration of Mr. Kirti Kumar Jain, Director Finance of the Company

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

**"RESOLVED THAT** in partial modification of the resolution passed by the members at the 24th Annual General Meeting of the Company held on 28 September, 2012 for the appointment of Mr. Kirti Kumar Jain (DIN: 00076657) as the Director Finance of the Company and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves with effect from this financial year commencing from 1st April, 2016, the revision in the salary scale applicable to Mr. Kirti Kumar Jain, as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof ) be and is hereby authorised to fix his salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

7. Ordinary Resolution for revision in terms of remuneration of Mr. Mohit Jaju, Executive Director of the Company

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

**"RESOLVED THAT** in partial modification of the resolution passed by the members at the 24th Annual General Meeting of the Company held on 28 September, 2012 for the appointment of Mr. Mohit Jaju (DIN: 03405414) as the Executive Director of the Company and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves with effect from this financial year commencing from 1st April, 2016, the revision in the salary scale applicable to Mr. Mohit Jaju, as detailed in the statement forming part of this notice.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof ) be and is hereby authorised to fix his salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary.

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

By order of the Board of Directors  
For **Godavari Drugs Limited**  
CIN: L24230TG1987PLC008016

Place: Secunderabad  
Date: 28.05.2016

**Jeevan Innani**  
Company Secretary & Compliance Officer  
(M. No. A 38372)

**NOTES:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.** The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 06.08.2016 to 13.08.2016 (both days inclusive).
3. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on 6<sup>th</sup> August, 2016, are entitled to vote on the Resolutions set forth in this Notice.  
  
Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. **The e-voting period will commence at 9.00 a.m. on, 10<sup>th</sup> August, 2016 and will end at 5.00 p.m. on, 12 August, 2016.** The Company has appointed Mrs. Vidya Harkut, Practising Company Secretary, partner of VSS & Associates to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
4. Log in ID and Password are printed on the Address Sticker.
5. Members holding shares in physical form are requested to intimate any change of address to M/s. CIL Securities Limited / Investor Service Department of the Company immediately.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
7. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
8. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. **Information required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.**



<b>Name of Director</b>	<b>Ghanshyam Jaju</b>
Director Identification Number	00104601
Date of Last Appointment	28 <sup>th</sup> September, 2012
Brief resume of the Director including the nature of the expertise in specific functional areas	Mr. Ghanshyam Jaju is a Non – Executive Director of the Company. Mr.Ghanshyam Jaju aged 69 years, is a Commerce graduate with more than 40 years of experience in business. Prior to joining GDL Mr. Jaju was in the family business of Cotton Ginning Pressing factory and oil mills, looking after administration and Marketing. He holds wide experience in Finance, Administration and Marketing.
No. of shares held in Company	3,43,800
Directorships held in other listed companies (excluding foreign companies and Section 8 companies Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	Nil
Disclosure of relationships between directors inter-se;	Father of Mr. Mohit Jaju

By order of the Board of Directors  
For **Godavari Drugs Limited**  
CIN: L24230TG1987PLC008016

Place: Secunderabad  
Date: 28.05.2016

**Jeevan Innani**  
Company Secretary & Compliance Officer  
(M.No. A 38372)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. On the recommendation of the Audit Committee at its meeting held on May 28, 2016, the Board has, considered and approved the appointment of Messrs. Bharathula & Associates, Cost Accountants as the cost auditor for the financial year 2016-17 at a remuneration of Rs.15000 plus applicable service tax and reimbursement of out of pocket expenses.

The Board recommends this resolution for approval of 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.

**Item No. 5**

The members of the Company at the 24th Annual General Meeting of the Company held on 28th September, 2012, had approved the appointment of Mr. Mukund Kakani as Managing Director of the Company and the terms of remuneration payable to him.

The members had inter alia approved, salary in the scale of Rs. 24,000 per month with the authority to the Board to fix the salary within the said scale from time to time.

Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 09th February, 2016 decided to revise the salary scale applicable to Mr. Mukund Kakani from the existing Rs. 24,000 to Rs.85,000 per month.

All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged. Details of remuneration paid to Mr. Mukund Kakani during the Financial Year 2015-16 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

None of the Directors and Key Managerial Personnel of the Company, except Mr. Mukund Kakani and his relatives, who hold shares in the Company, is concerned or interested in the Resolution mentioned at item No.5 of the Notice.

The Board recommends the resolution set forth in Item No.5 for the approval of the Members.

**Item No. 6**

The members of the Company at the 24th Annual General Meeting of the Company held on 28th September, 2012, had approved the appointment of Mr. Kirti Kumar Jain as Director Finance of the Company and the terms of remuneration payable to him.

The members had inter alia approved salary in the scale of Rs. 15,000 per month with the authority to the Board to fix the salary within the said scale from time to time.

Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 28th May, 2016 decided to revise the salary scale applicable to Mr. Kirti Kumar Jain from the existing Rs. 15,000 to Rs. 50,000 per month with effect from 1st April, 2016.

All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged



## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN: L24230TG1987PLC008016**

**Name of Company: GODAVARI DRUGS LIMITED**

**Registered Office: 1-8-303/34, Mayfair, Sardar Patel Road, Secunderabad -500003.**

Name of the Member(s) \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No /Client ID : \_\_\_\_\_ DP ID \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name : \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature or failing him \_\_\_\_\_

Name : \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature or failing him \_\_\_\_\_

Name : \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

Signature or failing him \_\_\_\_\_

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting / of the company, to be held on the 13<sup>th</sup> day of August at 2016 at 3.30 p.m. at FTAPCCI, J.S. Krishnamurthy Hall, Red Hills, Hyderabad and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No. Resolution(S)	Vote
	For      Against

**Ordinary Business:**

1. Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year ended 31st March, 2016
2. Re-appointment of Mr. Ghanshyam Jaju (DIN: 00104601) as a Director of the Company
3. Re-appointment of M/s. S. Daga & Co., Chartered Accountants as Statutory Auditors.

**Special Business:**

4. Ratification of remuneration payable to M/s. Bharathula & Associates, appointed as Cost Auditors of the Company for FY 2016-17
5. Revision in terms of remuneration of Mr. Mukund Kakani, Managing Director of the Company
6. Revision in terms of remuneration of Mr. Kirti Kumar Jain, Executive Director of the Company
7. Revision in terms of remuneration of Mr. Mohit Jaju, Executive Director of the Company



Signed this \_\_\_\_ day of \_\_\_\_\_ 2016.

Affix Revenue  
Stamp

Signature of Shareholder

Signature of Proxy holder

Note:

- 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) The proxy need not be a member of the company

**GODAVARI DRUGS LIMITED**

**CIN: L24230TG1987PLC008016**

**Regd. Office: 1-8-303/34, Mayfair, Sardar Patel Road, Secunderabad -500003**

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

Full name of the member attending \_\_\_\_\_  
(In block capitals)

Member's Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_  
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 28th Annual General Meeting of the Godavari Drugs Limited, at FTAPCCI, J.S. Krishnamurthy Hall, Red Hills, Hyderabad on Thursday, 13th AUGUST, 2016.

(Member's /Proxy's Signature)

**Note:** Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.



## ROUTE MAP TO THE VENUE OF THE AGM

