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## NOTICE

**NOTICE** is hereby given that the Thirty-Seventh Annual General Meeting of the Members of NGL Fine-Chem Limited will be held on Friday, 24<sup>th</sup> August, 2018 at 11:00 am at Hotel Parle International, B. N. Agarwal Commercial Complex, Vile Parle East, Mumbai 400057, to transact the following business.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2018, Statement of Profit & Loss & Cash Flow Statement for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint Mr. Rajesh Lawande, Director (holding DIN 00327301) who retires by rotation & being eligible offers himself for re-appointment as Director.

### **SPECIAL BUSINESS:**

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

3. Special Resolution for re-appointment of Mr. Rajesh Lawande [DIN: 00327301] as the Whole-Time Director of the Company.

**"RESOLVED THAT** pursuant to provisions of Sections 196,197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as "the said Act"), the consent of the Company be and is hereby accorded for re-appointment of Mr. Rajesh Lawande (holding DIN 00327301) as Whole-Time Director of the Company with effect from June 1, 2018 for a period of 3 years on the terms and conditions as are set out in the agreement to be entered into between the Company and Mr. Rajesh Lawande with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Remuneration and Nomination Committee constituted by the Board) to alter and vary the terms of the said re-appointment and/or remuneration and/or agreement.

**RESOLVED FURTHER THAT** Mr. Rajesh Lawande shall be entitled to receive such amount as remuneration, perquisites, as may be decided by the Board of Directors from time to time within the limits permissible under the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the performance of his duties as the Whole-time Director of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration payable to the Whole-Time Director by way of salary and perquisites shall not exceed the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by Board of Directors, subject to necessary sanctions and approvals.

**RESOLVED FURTHER THAT** anyone Director of the Company be and is hereby severally authorized to sign and file the necessary forms and returns with the Registrar of Companies, Mumbai, and to take such other actions and to do all deeds and things to

comply with all the formalities required to be fulfilled in connection with the re-appointment of Whole-Time Director."

### **Notes:**

- 1) The ordinary resolution for ratification of Statutory Auditor is not proposed as pursuant to the Companies (Amendment) Act, 2017, the same is omitted with effect from 7<sup>th</sup> May, 2018.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 3) A Person can act as Proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 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 proxy for any other member.
- 4) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
- 5) 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. A Proxy form is sent herewith.
- 6) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
- 7) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Friday, 17<sup>th</sup> August, 2018 to Friday, 24<sup>th</sup> August, 2018 (both days inclusive).
- 8) As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.
- 9) In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their Email Id with the Company or with the Registrar and Transfer Agents.
- 10) Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
- 11) Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
- 12) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.
- 13) Electronic copy of the Notice of the 37<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes



unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 37<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

- 14) Members may also note that the Notice of the 37<sup>th</sup> Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.nglfinechem.com](http://www.nglfinechem.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cs@nglfinechem.com](mailto:cs@nglfinechem.com).
- 15) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
- 16) Members are requested to send all communications relating to shares, unclaimed dividend, change of address etc. to the Registrar and Share Transfer Agents at the following address:

**Purva Sharegistry (India) Private Limited**  
Shiv Shakti Industrial Estates, Unit No. 9,  
7-B J. R. Boricha Marg,  
Sitaram Mills Compound, Mumbai 400011  
Tel: 23016761 • Email: [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants. (DPs).

- 17) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 37<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts vote by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

**In case of members receiving e-mail:**

- (i) The voting period begins on Tuesday, 21<sup>st</sup> August, 2018 at 9.00 a.m and ends on Friday, 23<sup>rd</sup> August, 2018 at 5.00 p.m.. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 17<sup>th</sup> August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Open e-mail
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID:
- a) For CDSL: 16 digits beneficiary ID;
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and had cast your vote earlier for EVSN of any company/entity, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below.

Now, fill up the following details in the appropriate boxes:

**PAN\***

Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field.
- In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.

**DOB#**

Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

**Dividend Bank Details#**

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the EVSN selection screen.
- (xi) However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended



not to share your password with any other person and take utmost care to keep your password confidential.

- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xiii) Click on the **180607003** EVSN number of NGL Fine-Chem Limited on which you choose to vote.
- (xiv) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- (xv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xvi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) If Demat account holder has forgotten the changed password then enter the User ID and image verification code/Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xx) For Institutional Shareholders:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (i) Please follow all steps from sl.no. (i) to sl.no. (xxi) above, to cast vote

**Other Instructions:**

- (A) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (B) 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).

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (D) 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 Downloads section of [www.evoting.CDSL.com](http://www.evoting.CDSL.com)
- (E) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of Friday, 17<sup>th</sup> August 2018.
- (F) Mr. Hemant Shetye, Partner of M/s HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (G) The Scrutinizer shall within a period not exceeding two days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company
- (H) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.nglfinechem.com](http://www.nglfinechem.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
- (I) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at the Registered office of the Company not later than 23<sup>rd</sup> August, 2018 (5.00 pm IST)
- (J) Ballot Form received after this date will be treated invalid.
- (K) A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 18) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode.

By Order of the Board

Registered Office  
301, E Square Subhash Road,  
Vile Parle (East), Mumbai - 400 057.

Place: Mumbai  
Date: May 18, 2018.

sd/-

Esha Kulkarni  
Company Secretary



## **ANNEXURE TO THE NOTICE**

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

#### **Item No. 3:**

Mr. Rajesh Lawande (DIN 00327301) the Whole-Time Director of the company whose term expires on 31<sup>st</sup> May, 2018 is to be re-appointed as Whole-Time Director with effect from 1st June 2018 for a period of three years.

The Board at their meeting held on 18<sup>th</sup> May, 2018 based on recommendation of Nomination & Remuneration Committee approved re-appointment of Mr. Rajesh Lawande as Whole-Time Director of the Company for a period of three (3) years commencing from June 1, 2018 to May 31, 2021. The Board approved terms and condition of appointment including remuneration as approved by Nomination & Remuneration Committee in accordance with the provisions of section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force subject to approval of the Shareholders at the ensuing Annual General Meeting.

#### **MAJOR TERMS OF REMUNERATION OF MR. RAJESH LAWANDE, WHOLE-TIME DIRECTOR:**

##### **TERMS & CONDITIONS:**

##### **I) General Information**

- a. Nature of industry : The company manufactures active pharmaceutical ingredients and finished formulations.
- b. Date of commencement of commercial production : The company has already commenced commercial production in 1983
- c. Financial performance : PBT for past 3 years is as follows  
2017-18 Rs. 1780.27 lakhs [IND-AS]  
2016-17 Rs. 2281.40 lakhs [IND-AS]  
2015-16 Rs. 1786.81 lakhs
- d. Foreign investments or collaboration : Nil

##### **II) Information about appointee**

1. Background details : Rajesh Lawande is M.Sc (Chemistry) from IIT Mumbai and PGDBA from IIM Lucknow. He has over 17 years of experience in the pharmaceutical sector.
2. Past remuneration : Rs. 1,29,46,600/- for the financial year March'2018
3. Recognition and awards : Nil
4. Job profile and suitability : He has the educational background, training and experience suitable for the job.

5. Remuneration proposed : Rs. 7,00,000 per month plus 2.5% of profits with power to Board to vary from time to time within the limits of Schedule V of the Companies Act. As per the circular dated 12<sup>th</sup> September, 2016, the limits as specified in Schedule V shall be doubled if special resolution is passed in general meeting. Hence, the limit of yearly remuneration shall be 168 lakhs.
6. Comparative remunerative profile in the industry : The salary proposed is comparable in the industry.
7. Pecuniary relationship with the company : Rajesh Lawande is the promoter director of the company and holds 11,43,811 equity shares which are 18.51% of the total paid up equity shares.

##### **III) Other information**

1. Reasons for inadequacy of profits : The profits as calculated under the managerial remuneration to directors under the Companies Act 2013 are inadequate for payment of remuneration.
2. Steps to be taken for improving : The company's operations are growing at over 10% each year. The profits in future will be adequate to cover the remuneration.
3. Expected increase in profits and productivity : Over the past two years, the company's profit before tax have increased from. Rs. 1780.28 lakhs in 2015-16 to Rs. 2281.40 Lakhs in 2016-17. [Figures as per IND-AS]

##### **IV) Perquisites:**

Mr. Rajesh Lawande as a Whole-Time Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a) Provident Fund: Contribution to Provident Fund, Super annuation Fund or Annuity Fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity: As per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
- c) Children's education allowance: In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12,000/- per month per child or actual expenses incurred,



whichever is less such allowance is admissible upto a maximum of two children.

- d) Holiday passage for children studying outside India/family staying abroad: Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India with the managerial person.
- e) Leave travel concession: Return passage for self and family in accordance with the rules specified by the Company to any destination in India.
- f) Leave encashment: Encashment of leave at the end of the tenure.
- V). Salary and perquisites specified herein shall be payable to the Whole-Time Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.
- VI). The Whole-Time Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.
- VII). The Whole-Time Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.
- VIII). The terms and conditions of the said re-appointment may be altered and/or varied from time to time by the board as it may, in

its discretion, deem fit so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment hereafter in that regard.

Mr. Rajesh Lawande satisfies all the conditions as set out in part I of Schedule V as also under Section 196 of the Companies Act, 2013 for being eligible to be appointed as a Whole-Time Director of the Company. He is not disqualified for being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the re-appointment of Mr. Rajesh Lawande, Whole-Time Director, is in the best interest of the Company and accordingly, recommend the resolution as set in Item No. 3 for approval of the members.

Other than Mr. Rajesh Lawande, being appointee, Mrs. Ajita Nachane and Mr. Rahul Nachane his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

By Order of the Board

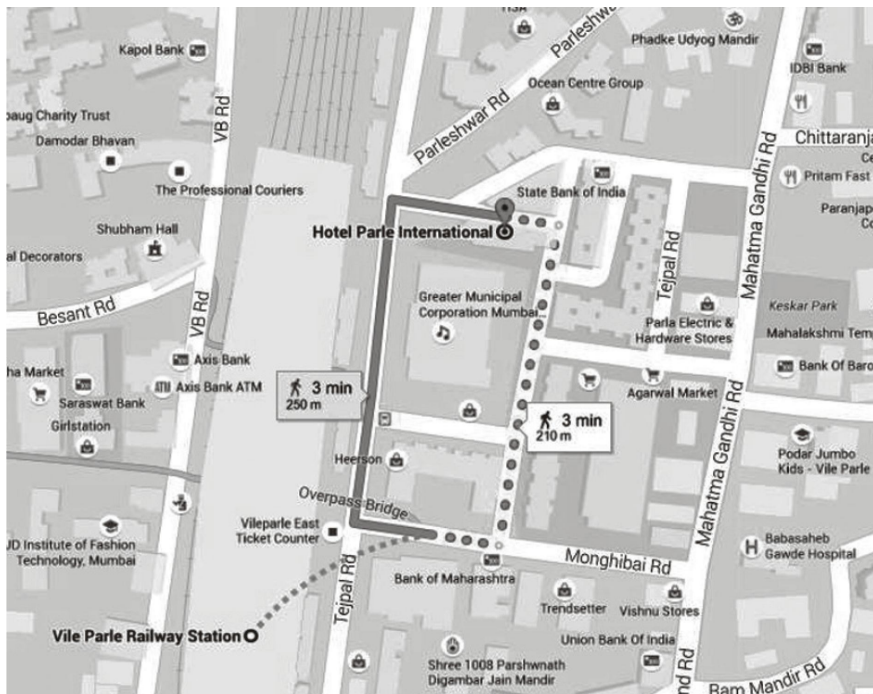
Registered Office  
301, E Square Subhash Road,  
Vile Parle (East), Mumbai - 400 057.

sd/-

Place: Mumbai  
Date: May 18, 2018.

Esha Kulkarni  
Company Secretary

#### **ROUTE MAP OF ANNUAL GENERAL MEETING**



**Landmark:** Vile Parle Station (East)

**Distance from Vile Parle Railway Station:** 250 meters