

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTY-FIFTH ANNUAL GENERAL MEETING** of **SAMRAT PHARMACHEM LIMITED** will be held on Saturday, the September 23, 2017 at 1.00 P.M. at the Registered Office of the Company at Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat to transact the following businesses:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31 March 2017, together with Directors' and Auditors' Reports thereon.**
2. **To appoint a Director in place of Mr. Megh Rajesh Mehta (DIN: 07287394), who retires by rotation and, being eligible, offers himself for re-appointment.**
3. **Ratification of Appointment of Statutory Auditors.**

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder M/s. Shah & Savla LLP, Chartered Accountants (Firm Registration No. 109364W), who were appointed as Statutory Auditors for a period of 5 years from the conclusion of 24th AGM till the conclusion of 29th AGM to be held in the Calendar Year 2021, subject to ratification by the members at every Annual General Meeting of the Company, their appointment as Statutory Auditors be and is hereby ratified at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. **Re-appointment of Mr. Lalit Damodar Mehta as Chairman & Managing Director 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 Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. Lalit Damodar Mehta (DIN: 00216681), as the Chairman and Managing Director of the Company for a period of three years with effect from April 1, 2017 to March 31, 2020, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Lalit Damodar Mehta.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. **Re-appointment of Mr. Rajesh Lalit Mehta as Executive Director 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 Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. Rajesh Lalit Mehta (DIN: 00216731) as

Executive Director of the Company for a period of three years with effect from April 1, 2017 to March 31, 2020, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajesh Lalit Mehta.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. Re-appointment of Mr. Megh Rajesh Mehta as Executive Director 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 Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the appointment and terms of remuneration of Mr. Megh Rajesh Mehta (DIN: 07287394) as Executive Director of the Company for a period of three years with effect from April 1, 2017 to March 31, 2020, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Megh Rajesh Mehta.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. Service of documents to members

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 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.

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 SO APPOINTED NEED NOT BE A MEMBER OR MEMBERS, AS THE CASE MAY BE, OF THE COMPANY.
2. Proxy, if any, in order to be effective, must be received at the Registered Office of the Company at Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat, not less than 48 hours before the commencement of the meeting. Proxies shall not have any right to speak at the meeting.
3. An explanatory statement as required U/s. 102 of the Companies Act, 2013, is annexed to the notice in respect of Item Nos. 4 to 7 of agenda of notice.
4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of 15 days from Saturday, 9th September, 2017 to Saturday, 23rd September, 2017 (both days inclusive).
5. Members are requested to kindly notify to the Registrar and Transfer Agent of the company M/s. Link Intime India Pvt Ltd. (Kind Attn : Ms. Samantha Fernanades) C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083, immediately of any change in their addresses.
6. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is attached herewith and shown as Annexure A
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s Link Intime India Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Link Intime India Pvt. Ltd.
The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s Link Intime India Pvt. Ltd.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Transfer Agent of the company M/s. Link Intime India Pvt Ltd. for assistance in this regard.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or M/s. Link Intime India Pvt Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members are requested to quote their Folio / DP Id No. in all their correspondence.
12. Members desirous of having any information regarding Accounts, are requested to write to the Company at least 7 days in advance of the date of Annual General Meeting so as to enable the Management to keep the information ready at the meeting.
13. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.samratpharmachem.com (under 'Investors' section). Members holding shares in physical form may submit the same to M/s. Link Intime India Pvt Ltd. Members holding shares in electronic form may submit the same to their respective depository participant.
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

15. The Notice of the AGM along with the 25th Annual Report (2016-17) is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.samratpharmachem.com
16. Members are requested to bring their copies of the Annual Report to the Meeting.
17. Members/ proxies are requested to bring with them the duly filled in attendance slip for attending the meeting.
18. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with M/s. Link Intime India Pvt Ltd. / Depositories.
19. The route map showing directions to reach the venue of the twenty-fifth AGM is annexed.
20. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
21. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
22. Mr. Aqueel A Mulla of M/s A. A. Mulla & Associates, Practicing Company Secretary (Membership No. FCS 2973), has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
23. Members who do not have access to remote 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. A . A. Mulla, Practicing Company Secretary, (Membership No. FCS 2973), at the Registered Office of the Company not later than Friday, September 22, 2017 (6.00 p.m. IST).

The Procedure and Instructions for remote e-voting are as under:

- The shareholders should log on to remote e-voting website
- (i) www.evotingindia.com
 - (ii) Click on Shareholders
Now enter your User
 - (iii) 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
- Next enter the Image Verification as displayed and Click on
- (iv) Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PA N	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip. Any person who becomes a member of the company after dispatch of the Notice and holds shares of the Company as on the cut-off date i.e. Saturday, September 16, 2017 and whose PAN is not registered with the Company may obtain the sequence number detail by writing to the Company at samrat@bom4.vsnl.net.in or contact the Compliance Officer.

Please enter any one of the details relating to DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or company, please enter the number of shares held by you as on the cut-off date in the dividend details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter the 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 remote 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.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **Samrat Pharmachem Limited** to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should also submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of 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 and send the scan copy of the Board resolution/ POA to scrutinizer@samratpharmachem.com

- (xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xix) Any person having any grievances in connection to remote e-voting may write to Mr. Rajesh Mehta, (Compliance Officer of the company) at the Corporate Office of the company at 701/702, Business Square, M. A. Road, Andheri (West), Mumbai - 400 058., Email: samrat@bom4.vsnl.net.in; Tel: 022-26701050/1/2; Fax: 022-26701053
- B. In case a Member receives physical copy of the Notice of the AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed ballot form: EVEN (e-voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (i) to Sl. No. (xv) above, to cast vote.
- C. Other instructions:
- i. The remote e-voting period commences on Wednesday, September 20, 2017 (9.00 a.m. IST) and ends on Friday, September 22, 2017 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or dematerialized form, as on Saturday, September 16, 2017, i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. September 16, 2017.
 - iii. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the voting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company who shall countersign the same.
 - iv. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to samrat@bom4.vsnl.net.in by mentioning their Folio/ DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Friday, September 22, 2017 (6.00 p.m. IST)
 - v. Ballot Form received after this date will be treated as invalid.
 - vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.samratpharmachem.com and on the website of CDSL www.evotingindia.com within two days of the passing of the resolutions at the 25th AGM of the Company on September 23, 2017 and shall be communicated to BSE Limited ("BSE"), where the shares of the Company are listed.

**By order of the Board of Directors
For Samrat Pharmachem Limited**

**Place : Mumbai
Date : 30 May 2017**

**Lalit Mehta
Chairman & Managing Director
DIN : 00216681**

ANNEXURE TO THE NOTICE
Explanatory Statement

Pursuant to section 102 of the Companies Act

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

Item No. 4

The remuneration committee at its meeting held on 31st March, 2017, recommended the re-appointment of Mr. Lalit Mehta, as Managing Director of the Company for the period of 3 years from 1st April, 2017 till 31st March, 2020.

In pursuance of the recommendations of the remuneration committee, the Board of Directors at its meeting held on 31st March, 2017, re-appointed Mr. Lalit Mehta as Managing Director for the period of three years with effect from 1st April, 2017 to 31st March, 2020:

As per the provisions of Section 196(3) of the Companies Act, 2013 & Schedule V, any Managing Director of the Company attaining the age of 70 years cannot continue on the post unless shareholders pass a special resolution confirming the appointment at their duly convened general meeting. Mr. Lalit Mehta has attained 80 years of age and therefore his continuation in office as a Managing Director should be approved by the shareholders of the Company by passing a special resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013

The details of remuneration payable to Mr. Lalit Mehta and terms & condition of his re-appointment are given below.

Nature of Duties

Mr. Lalit Mehta, Managing Director, shall look after the overall business, administrative, commercial, marketing, technical, financial matters and such other related functions of the Company.

Remuneration

The Managing Director shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 196, 197, 203 and Schedule V of the Companies Act, 2013.

Period

3 years from 1st April, 2017 to 31st March, 2020.

Salary

Name of the Director	Salary Scale
Mr. Lalit Mehta	Rs. 150,000 p.m.

Perquisites

Perquisites shall be restricted to an amount equal to annual salary. The perquisites payable to the Managing Director are as under:

The Company shall provide for, or pay the expenses for, a car with driver and telephone facility at the residence of the Managing Director. Provision of, or payment of expenses of, a car for use on the Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Managing Director.

Minimum Remuneration: Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.

Sitting Fees

No sitting fees will be paid to the Managing Director for attending the meeting of the Board of Directors or Committee thereof of the Company.

Other Terms

- a. He will not become interested or otherwise be concerned directly or through his spouse and / or minor children in any selling agency of the Company without the prior approval of the Central Government.
- b. He will be entitled to re-imburement of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- c. He must observe secrecy with regard to information acquired by him in the course of his appointment and shall not use the same for his own purpose either during the currency of this agreement or thereafter.

As regard to re-appointment of Mr. Lalit Mehta as Managing Director of the Company in compliance with the applicable provisions of the Companies Act, 2013, Special Resolution in terms as set out in item no 4 of the accompanying Notice is now being placed before the members in the General Meeting for their approval.

The Agreement entered into between the company and the Managing Director is kept for inspection of the members at the Registered Office of the company between 11.00 am to 1.00 pm on all working days.

The Board commends the Resolution at Item No. 4 for approval by the members.

Except Mr. Lalit Damodar Mehta, Mr. Rajesh Lalit Mehta & Mr. Megh Rajesh Mehta, none of other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution as set out in Item No. 4 of the accompanying Notice.

Item No. 5

The remuneration committee at its meeting held on 31st March, 2017, recommended the re-appointment of Mr. Rajesh Mehta, as Executive Director of the Company for the period of 3 years from 1st April, 2017 till 31st March, 2020.

In pursuance of the recommendations of the remuneration committee, the Board of Directors at its meeting held on 31st March, 2017, re-appointed Mr. Rajesh Mehta as Executive Director for the period of three years with effect from 1st April, 2017 to 31st March, 2020:

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013

The details of remuneration payable to Mr. Rajesh Mehta and terms & condition of his re-appointment are given below.

Nature of Duties

Mr. Rajesh Mehta, Executive Director, shall look after the finance, corporate affairs, MIS and such other related functions of the Company.

Remuneration

The Executive Director shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 196, 197, 203 and Schedule V of the Companies Act, 2013.

Period

3 years from 1st April, 2017 to 31st March, 2020.

Salary

Name of the Director	Salary Scale
Mr. Rajesh Mehta	Rs. 145,000 p.m.

Perquisites

Perquisites shall be restricted to an amount equal to annual salary. The perquisites payable to the Executive Director are as under:

The Company shall provide for, or pay the expenses for, a car with driver and telephone facility at the residence of the Executive Director. Provision of, or payment of expenses of, a car for use on the Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Executive Director.

Minimum Remuneration: Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.

Sitting Fees

No sitting fees will be paid to the Executive Director for attending the meeting of the Board of Directors or Committee thereof of the Company.

Other Terms

- a. He will not become interested or otherwise be concerned directly or through his spouse and / or minor children in any selling agency of the Company without the prior approval of the Central Government.
- b. He will be entitled to re-imburement of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- c. He must observe secrecy with regard to information acquired by him in the course of his appointment and shall not use the same for his own purpose either during the currency of this agreement or thereafter.

As regard to re-appointment of Mr. Rajesh Mehta as Executive Director of the Company in compliance with the applicable provisions of the Companies Act, 2013, Special Resolution in terms as set out in item no 5 of the accompanying Notice is now being placed before the members in the General Meeting for their approval.

The Agreement entered into between the company and the Executive Director is kept for inspection of the members at the Registered Office of the company between 11.00 am to 1.00 pm on all working days.

The Board commends the Resolution at Item No. 5 for approval by the members.

Except Mr. Rajesh Lalit Mehta, Mr. Lalit Damodar Mehta & Mr. Megh Rajesh Mehta, none of other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution as set out in Item No. 5 of the accompanying Notice.

Item No. 6

The remuneration committee at its meeting held on 31st March, 2017, recommended the re-appointment of Mr. Megh Mehta, as Executive Director of the Company for the period of 3 years from 1st April, 2017 till 31st March, 2020.

In pursuance of the recommendations of the remuneration committee, the Board of Directors at its meeting held on 31st March, 2017, re-appointed Mr. Megh Mehta as Executive Director for the period of three years with effect from 1st April, 2017 to 31st March, 2020:

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013

The details of remuneration payable to Mr. Megh Mehta and terms & condition of his re-appointment are given below.

Nature of Duties

Mr. Megh Mehta, Executive Director, shall look after marketing, administration and such other related functions of the Company.

Remuneration

The Executive Director shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 196, 197, 203 and Schedule V of the Companies Act, 2013.

Period

3 years from 1st April, 2017 to 31st March, 2020.

Salary

Name of the Director	Salary Scale
Mr. Megh Mehta	Rs. 75,000 p.m.

Perquisites

Perquisites shall be restricted to an amount equal to annual salary. The perquisites payable to the Executive Director are as under:

The Company shall provide for, or pay the expenses for, a car with driver and telephone facility at the residence of the Executive Director. Provision of, or payment of expenses of, a car for use on the Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purposes shall be billed by the Company to the Executive Director.

Minimum Remuneration: Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable will be in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to him, subject to obtaining such approvals as may be required.

Sitting Fees

No sitting fees will be paid to the Executive Director for attending the meeting of the Board of Directors or Committee thereof of the Company.

Other Terms

- He will not become interested or otherwise be concerned directly or through his spouse and / or minor children in any selling agency of the Company without the prior approval of the Central Government.
- He will be entitled to re-imburement of all actual traveling, lodging & boarding expenses and entertainment expenses reasonably incurred in connection with the business of the Company.
- He must observe secrecy with regard to information acquired by him in the course of his appointment and shall not use the same for his own purpose either during the currency of this agreement or thereafter.

As regard to re-appointment of Mr. Megh Mehta as Executive Director of the Company in compliance with the applicable provisions of the Companies Act, 2013, Special Resolution in terms as set out in item no 6 of the accompanying Notice is now being placed before the members in the General Meeting for their approval.

The Agreement entered into between the company and the Executive Director is kept for inspection of the members at the Registered Office of the company between 11.00 am to 1.00 pm on all working days.

The Board commends the Resolution at Item No. 6 for approval by the members.

Except Mr. Megh Rajesh Mehta, Mr. Lalit Damodar Mehta & Mr. Rajesh Lalit Mehta, none of other Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution as set out in Item No. 6 of the accompanying Notice.

Item No. 7

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

Accordingly, the Board recommends the passing of the Special Resolution at Item No. 7 of the accompanying Notice for membes approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

**By order of the Board of Directors
For Samrat Pharmachem Limited**

**Place : Mumbai
Date : 30 May 2017**

**Lalit Mehta
Chairman & Managing Director
DIN : 00216681**

Annexure A

Details of Directors seeking re-appointment at the Annual General Meeting scheduled to be held on September 23, 2017

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015].

Name of the Director	Lalit Mehta (DIN: 00216681)	Rajesh Mehta (DIN: 00216731)	Megh Mehta (DIN: 07287394)
Date of birth	08.08.1936	25.06.1964	01.08.1992
Age	80 years	52 years	24 years
Date of Appointment	16.06.1992	16.06.1992	01.10.2015
Relationship with Directors	Relative : Father of Mr. Rajesh Mehta & Grandfather of Mr. Megh Mehta	Relative : Son of Mr. Lalit Mehta & Father of Mr. Megh Mehta	Relative : Son of Mr. Rajesh Mehta & Grandson of Mr. Lalit Mehta
Expertise in specific functional area	Wide experience in Technical & Administration	Wide experience in Finance, Corporate Affairs & MIS	Marketing & Administration
Qualification(s)	<ul style="list-style-type: none"> Bachelor's Degree in Science (BSc) Bachelor's Degree in Law (LLB) 	<ul style="list-style-type: none"> Bachelor's Degree in Commerce (BCom) Chartered Accountant (CA) 	<ul style="list-style-type: none"> Bachelor's Degree in Management Studies (BMS) Master's Degree in Commerce (MCom) Post Graduation in Professional Management (PGPM)
Directorships held in other listed companies	Nil	Nil	Nil
Chairmanships/ Memberships of Committees of other public companies (includes only Audit Committee And Stakeholders Relationship Committee)	Nil	Nil	Nil
Number of shares held in the Company as on March 31, 2017	4,23,376	3,79,542	23,062

Notes:

- The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an Advisory Board Member and position in companies under Section 8 of the Companies Act, 2013.
- The proposal for re-appointments of Directors has been approved by the Board pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee considering their skills, experience and knowledge and positive outcome of performance evaluation.
- Information pertaining to remuneration paid to the Directors who are being re-appointed and the number of Board Meetings attended by them during the year 2016-17 are provided in the Corporate Governance Report.
- Detailed profiles of the Directors are given in the Annual Report.

Samrat Pharmachem Limited

Corporate Identification No. (CIN) - L24230GJ1992PLC017820

Registered Office : Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat, India.

Tel: 02646-220774 Fax: 02646-251291 Email: samrat@bom4.vsnl.net.in Website: www.samratpharmachem.com

**ATTENDANCE SLIP**

(Please complete this attendance slip and hand it over at the entrance of the Meeting Hall)

25TH ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 23, 2017 AT 1.00 P.M.

at Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat, India.

Name of Member	
Registered Address	
Folio No.	
DP ID	
Client ID	
No. of shares held	

I certify that I am the member/proxy of the Company.

I hereby record my presence at the 25th Annual General Meeting of the Company to be held on Saturday, September 23, 2017 at 1.00 p.m. at Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat, India.

Signature of the Member/Proxy

Note: Members are requested to bring their copies of the Annual Report to the AGM.

**Samrat Pharmachem Limited**

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**E-VOTING
ELECTRONIC VOTING PARTICULARS**

EVEN (E Voting Event Number)	USER ID	PASSWORD

Note: 1. Please read the instructions given in the Notice of the 25th Annual General Meeting carefully before voting electronically.

2. Each equity share of the Company carries one vote.

Samrat Pharmachem Limited

Corporate Identification No. (CIN) - L24230GJ1992PLC017820

Registered Office: Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat, India.

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PROXY FORM Form MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

25TH ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 23, 2017 AT 1.00 P.M.

at Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat, India.

Name of the member (s)	
Registered Address	
Email id	
Folio No	
Client ID	
DP ID	

I/We, being the member(s) of _____ shares of Samrat Pharmachem Limited, hereby appoint:

1. Name _____
Address _____
Email Id _____ Signature _____
or failing him
2. Name _____
Address _____
Email Id _____ Signature _____
or failing him
3. Name _____
Address _____
Email Id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty-fifth Annual General Meeting of the Company to be held on **Saturday, September 23, 2017 at 1.00 p.m.** at Plot No. A2/3445, GIDC, Phase 4, Ankleshwar - 393 002, Gujarat, India and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements of the company for the year ended 31 March 2017, together with Directors' and Auditors' Reports thereon.		
2.	To appoint a Director in place of Mr. Megh Mehta (DIN: 07287394), who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Ratification of Appointment of Statutory Auditors.		
SPECIAL BUSINESS: SPECIAL RESOLUTION			
4.	Re-appointment of Mr. Lalit Damodar Mehta as Chairman & Managing Director of the Company.		
5.	Re-appointment of Mr. Rajesh Lalit Mehta as Executive Director of the Company.		
6.	Re-appointment of Mr. Megh Rajesh Mehta as Executive Director of the Company.		
7.	Service of documents to members.		

Signed this _____ day of _____ 2017

Signature of shareholder _____

Signature of Proxyholder(s) _____

Please
Affix
Revenue
Stamp

- Note:
1. This form 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. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.