



**NOTICE IS HEREBY GIVEN THAT** the 29<sup>th</sup> (Twenty Ninth) Annual General Meeting of the Members of Bal Pharma Limited will be held on Thursday, the 22<sup>nd</sup> September, 2016 at 10.30 A.M at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru - 560 001, to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet as at 31<sup>st</sup> March, 2016, and the Statement of Profit and Loss for the financial year ended as on that date together with the Board's Report and Independent Auditors' Report thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. Shrenik Siroya, who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of the Statutory Auditors:  
To consider and if thought fit to pass, the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 139 (1) and all other applicable provisions of the Companies Act, 2013 and Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the appointment of Messrs T.D Jain and D I Sakaria, Chartered Accountants (Registration No. 002491S) as Statutory Auditors of the Company for the financial year ended 31.03.2017, who were appointed as Auditors of the Company in the 28<sup>th</sup> Annual General Meeting (AGM) of the Company held on 22<sup>nd</sup> September 2015 to hold office until the conclusion of the 31<sup>st</sup> AGM, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company".

#### **SPECIAL BUSINESS**

5. Re-appointment of Dr. Subba Rao Prasanna as Whole time Director:

To consider and if thought fit to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196, 197, 198, 203 and other applicable provisions, of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Schedule V of the Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any Statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government as may be required and subject to the applicable clauses of Articles of Association of the Company, approval of the members be and is hereby accorded to appoint Dr. Subba Rao Prasanna (DIN: 00084602) as Whole time Director of the Company for a period of two (2) years with effect from 01.10.2016 to 30.09.2018.

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

**RESOLVED FURTHER THAT,** the managerial remuneration payable to Dr. Subba Rao Prasanna, Whole Time Director , as recommended by the Nomination and Remuneration Committee and the Board is ` 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month for a period of 2 (two) years with effect from 01.10.2016, which is inclusive of salary and perquisites, but exclusive of the followings:

1. Contribution to Provident Fund, Superannuation fund or annuity fund to the extent they singly or together are not taxable under the Income Tax Act, 1961.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of continuous service and
3. En-cashment of leave at the end of his tenure as Director of the Company.

#### **Minimum Remuneration**

In the event of absence or inadequacy of profits in any financial year during the currency of tenure of his appointment, the entire applicable remuneration by way of salary and perquisites mentioned above shall be revised to match with the provisions prescribed under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to vary the terms and conditions of appointment of Dr. Subba Rao Prasanna as Whole time Director, subject to the limits prescribed under Schedule V of the Companies Act, 2013".

6. To ratify the Cost Auditor's Remuneration:

To consider and if thought fit to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ended March 31, 2017 be paid the remuneration as set out in the statement annexed to the notice convening this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and to take up all such deeds as may be necessary and expedient to give effect to this resolution".

By the order of the Board of Directors

Place : Bengaluru  
Date : 10.8.2016

**Sanjay Kumar Agarwal**  
Company Secretary  
Membership No. FCS6802



**NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on a poll instead of himself / herself. A proxy need not be a member of the Company. Proxy, in order to be effective must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Proxy Form is forwarded as detachable part of Annual Report.
2. Dividend, if any, that may be declared at the Meeting will be paid on or before 14.10.2016 to those Members entitled there to, whose names appear in the Register of Members of the Company at the close of business hours on 17<sup>th</sup> September 2016 and for those holding the Shares in demat mode, the dividend will be paid to the Members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services(India) Limited (CDSL) as beneficial owners on that date and the bank particulars registered with the respective Depository Accounts will be used for this purpose.
3. Corporate Members intending to send their authorised representative 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.
4. For convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by an attendance slip, which is forwarded as detachable part of the Annual Report. Members are requested to affix their signature at the place provided in the Attendance Slip and hand it over at the entrance.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 18.09.2016 to 22.09.2016 (both days inclusive).
6. 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.
7. Members, who hold shares in dematerialized form, are requested to bring in their Client ID and DP ID nos. for easier identification of attendance at the Meeting and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
8. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least 7 days prior to the Meeting, so that, the required information can be made available at the Meeting.
9. Members holding shares in physical form are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agent, TSR Darashaw Limited. Members holding shares in electronic form may intimate any such changes to their respective Depository Participants (DPs).
10. Members holding more than one Share Certificate in different folios are requested to apply for consolidation of the folios and send the relative Share Certificates to the Company's Registrar and Share Transfer Agent, TSR Darashaw Limited, # 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011.
11. Members are requested to bring the Annual Report 2015-16 along with them to the Annual General Meeting, since extra copies will not be supplied at the Meeting.
12. Electronic copy of the Annual Report 2015-16 is being sent to all the Shareholders, whose email ID's are registered with the Company/D.P for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of Annual Report 2015-16 is being sent. Soft copy of the Annual Report along with the notice for the Meeting will also be available on the Company's website [www.balpharma.com](http://www.balpharma.com) for their download. Members who desire to get the printed version of the Annual Report may get the same at free of cost, upon making a request for the same.
13. Pursuant to Section 124 of the Companies Act, 2013 (Corresponding Section 205 A of the Companies Act, 1956, as amended), any money transferred to Unpaid Dividend Account and remaining unclaimed for a period of 7 (Seven) years from the date of such transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, and thereafter, the Shareholders shall not be able to claim any Unpaid Dividend amount from the Company. The Company has since transferred the amount lying in the credit of Unpaid Dividend Account for the financial year 2008-09 to Investor Education and Protection Fund as stipulated under Section 125 of the Companies Act, 2013 (Corresponding Section 205C of the Companies Act, 1956) read with Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001. The members who have not encashed the Dividend Warrants for the financial years 2008-09 onwards are requested to write to the Company directly or to TSR Darashaw Limited, the Registrar and Share Transfer Agents of the Company.
14. The Members may now avail of the facility of nomination, by nominating in the prescribed form, a person to whom your shares in the Company shall vest in the event of death of the member. Interested members may write to the Company's Registrar & Share Transfer Agent for the prescribed form.
15. 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 the Company / Registrar and Transfer Agents, TSR Darashaw Limited.
16. 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 providing to its members facility to exercise their right to vote at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means through e-Voting Services provided by National Securities Depository Limited (NSDL)  
The instructions for e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
    - (i) Open email and open PDF file viz: "Bal Pharma e-Voting. pdf" with your Client ID or Folio No. as password.



The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>.
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above click login.
- (v) 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
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" (E-Voting Event Number) of Bal Pharma Ltd.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 [parameshwar@vjkt.in](mailto:parameshwar@vjkt.in) or [secretarial@balpharma.com](mailto:secretarial@balpharma.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]:

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM : EVEN (E-Voting Event Number) USER ID PASSWORD/PIN.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

**Other Instructions:**

- (i) 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.nsd.com](http://www.evoting.nsd.com).
- (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- (iii) 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).

- (iv) The e-voting period commences on 19<sup>th</sup> September, 2016 (9:00 am) and ends on 21<sup>st</sup> September, 2016 (5:00 pm). 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 15<sup>th</sup> September, 2016, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (v) 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 15<sup>th</sup> September, 2016.
- (vi) If the share holder exercises his/her vote both electronically and physically, then the vote cast by him electronically will super cede.
- (vii) Mr. Parameshwar G Bhat, Practising Company Secretary (Membership No. 25167) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (viii) The Scrutinizer shall within a period not exceeding Forty Eight (48) hours 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 Managing Director or designated Director of the Company.
- (ix) The Results shall be declared within Forty Eight hours from the conclusion of the Annual General Meeting The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.balpharma.com](http://www.balpharma.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and also communicated to BSE and NSE.

17) 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.

18) Members holding shares in electronic form may please note that as per the regulations of National Securities Depository Ltd (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deletion/ change of bank details already printed on dividend warrants as per information received from the concerned Depositories. In this regard, Members should contact their Depository Participant (DP) and furnish particulars of any changes desired by them.

By the order of the Board of Directors

Place : Bengaluru  
Date : 10.08.2016

**Sanjay Kumar Agarwal**  
Company Secretary  
Membership No. FCS6802



**Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:**

**Item No.5:**

Dr. S. Prasanna was re-appointed as Whole-time Director at the Annual General Meeting of the Company held on 18.09.2013 for a period of 3 years from 01.10.2013 to 30.09.2016.

Dr. Prasanna has been heading the Research and Development Centre of the Company. As the Company benefits immensely from his vast and extensive experience, your Directors recommend for extension of his appointment for a further period of 2 years from 01.10.2016 to 30.09.2018.

As per the industry norms and remuneration paid to similar appointees in other Companies and the active role played by Dr. S. Prasanna as Whole-time Director, the Nomination and Remuneration Committee of the Company and the Board in its Meeting held on 10.08.2016 have considered and recommended for the remuneration payable to ₹ 2.50 Lakhs/month, with effect from 01.10.2016 for a period of 2 years, which is within the permissible limits of Schedule V of the Companies Act, 2013.

The remuneration recommended may be revised to the minimum remuneration payable in the event of loss or inadequacy of Profits, as per Schedule V of the Companies Act, 2013.

The above may be treated as abstract of terms of appointment of Dr.Subba Rao Prasanna.

The Board recommends the resolution for approval of the members.

None of the Directors other than Dr. Subba Rao Prasanna is concerned or interested in the above said resolution.

**Item No. 6:**

The Board of Directors of the Company at its Meeting held on 25.05.2016 has appointed Mr. M. R Krishna Murthy, Cost Accountant (Membership No. 7568) as Cost Auditor of the Company for the financial year 2016 - 17 and has fixed ₹ 40,000/- (Rupees Forty Thousand Only) as a consolidated remuneration payable to him for the F.Y 2016-17.

The Share holders may consider ratifying the decision taken by the Board in fixing the remuneration payable to Mr. M.R Krishna Murthy.

None of the Directors, Key Managerial Personnel of the Company, and relatives, is concerned or interested financially or otherwise in resolution set out at Item No. 6.

By the order of the Board of Directors

Place : Bengaluru  
Date : 10.08.2016

**Sanjay Kumar Agarwal**  
Company Secretary  
Membership No. FCS6802

**Additional information relevant to Dr.Subba Rao Prasanna, Whole Time Director ( As per Schedule V of the Companies Act, 2013).**

**General Information:**

1.	Name of the Industry	Pharmaceutical Industry
2.	Date or expected date of commencement of commercial production	The Company was incorporated on 19.05.1987 as a Private Limited Company and its commercial production started from 1992.
3.	Financial performance based on given indicators	For the F.Y. ended 31.03.2016 (standalone) in Cr Turnover and other income : 199.15 Profit before tax : 5.18 Net Profit : 2.80
4.	Export performance and net foreign exchange collaboration	The Company's export income was ₹ 190.40 Crores in FY 2015.16 and net foreign exchange earnings during the year is ₹ 59.25 Crores. There was no foreign exchange collaboration. BE
5.	Foreign Investments or collaborations , if any	Nil

**Information about Dr. Subba Rao Prasanna, Whole Time Director, whose remuneration is under review.**

1.	Name of the Director	Dr. Subba Rao Prasanna
2.	Brief background	Dr. Subba Rao Prasanna has been associated with the Company from its inception. He has done Phd in organic Chemistry and has extensive exposure as a Research Scientist. He has been heading the R& D Centre of the Company .
3.	Immediate past remuneration	₹ 2,50,000/- was paid as salary and perquisites per month during F.Y 2015-16, which is in line with the provisions of Schedule V of the Companies Act, 2013.
4.	Job profile and suitability	Dr. Prasanna is heading the R&D centre of the Company. With his extensive experience and knowledge, he is the most appropriate person to guide the research and development efforts of the Company.
5.	Remuneration proposed	Details of remuneration proposed have been given in the notice. Taking into consideration the size of the Company, profile of the appointee, responsibilities shouldered by him, the remuneration proposed is commensurate with the remuneration packages paid or is comparable to other companies in the industry.
6.	Pecuniary relationship with the managerial personnel, if any.	Dr. S. Prasanna, besides drawing the remuneration prescribed and holding 0.14% of the paid up Equity Share Capital of the Company, does not have any pecuniary relationship neither with the Company nor with its managerial personnel.

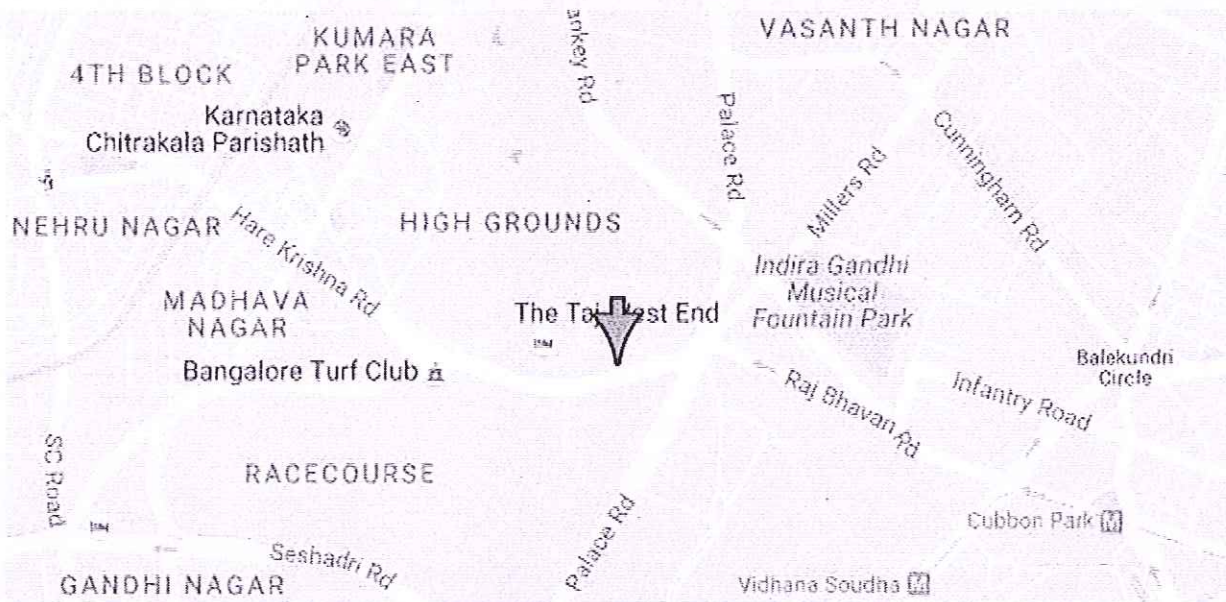


**Additional information about Directors seeking reappointment at the Annual General Meeting, as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Name of the Director	Mr. Shrenik D Siroya
Date of Birth	10.09.1964
Date of Appointment as non executive Director	26.04.2003
Qualification	BE
Experience / Expertise	Has an experience of over 25 years in management and administration.
Inter-se relationship with Directors	Mr. Shrenik D Siroya is the brother of Mr. Shailesh Siroya , Managing Director of the Company.
Directorship/Membership of committees of the Board of Listed entities	Mr. Shrenik D Siroya does not hold any Directorship in any of the Listed Companies except Bal Pharma Ltd nor is a member of any of their Committees.
Share Holding	Mr. Shrenik D Siroya holds 3,74,700 Equity Shares, which constitute 2.64% of the paid up Share Capital of the Company.

Name of the Director	Dr. S. Prasanna
Date of Birth	20.07.1948
Date of re appointment as executive Director	18.9.2013
Qualification	Ph.D in Organic Chemistry.
Experience / Expertise	Has an experience of over 30 years in Research and Development .
Inter-se relationship with Directors	Nil
Directorship/Membership of committees of the Board of Listed entities	Nil
Share Holding	Dr. S. Prasanna holds 20,200 equity shares of the Company which constitute 0.15% of the share capital of the Company.

Route map for AGM Venue



Bharatiya Vidya Bhavan, High Grounds, Sampangi Rama Nagar, Bengaluru, Karnataka 560001.