

## **Transcript of 35<sup>th</sup> Annual General Meeting of Ind-Swift Limited**

### **Mr. Amrender Kumar Yadav (Company Secretary)**

Good Morning all present. I welcome you all on behalf of your Company Ind Swift Limited to its 35<sup>th</sup> Annual General Meeting which is being held today through video conferencing. Before we start the proceedings, I would like to highlight certain points here.

The facility for joining this meeting opened 15 minutes before the scheduled time of the commencement of the meeting, which is 11:30 am and it will remain open for another 15 minutes after start of the meeting. Members are encouraged to join the meeting through their laptops and head phones for a better experience and use internet with a good speed to avoid any disturbance during the meeting. Participants connecting from mobile devices or tablets or through laptops connecting via a mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. As mentioned in the notice, the facility of participation at the AGM through video conferencing or other audio/visual means has been made available for 1000 members on first come first serve basis, except for large shareholders, promoters, institutional investors, directors, key-managerial personnel, the chairperson of the audit committee, nomination and remuneration committee, and stakeholders relationship committee as well as the auditors who are allowed to attend the AGM without any restrictions on account of first come first serve basis.

Subsequent to the MCA circular of 8<sup>th</sup> April 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporate is entitled to appoint authorized representatives to attend the AGM

through VC, other audio/video means and participate and cast their votes through e-voting. The registered office of the company situated at Chandigarh shall be deemed as the venue for this AGM and proceedings of the AGM shall be deemed to be made at Registered Office. To transact the businesses as mentioned in the notice, the members were provided an opportunity to inspect all documents referred to in the notice and the explanatory statement by writing to the company at its email ID, i.e. [companysec@indswift.com](mailto:companysec@indswift.com) till the date of AGM. We have received requests from 2 members for registration as a speaker shareholder in the AGM today. The shareholder has been provided specific links to log in to the meeting and we shall be allowing him to speak once the Chairman directs the same. We request speaker to limit his speech to 3 minutes for the benefit of other shareholders. The shareholders who are not registered as speakers, but attending this meeting through VC, are also invited to express their views and raise questions, if they have any, in the chat box provided. The Chairman would be responding to such queries at the end of the meeting. With this, I now hand over the proceedings to the Sh. S R Mehta, Chairman of the Company. Thank you.

### **Sh. S R Mehta (Chairman)**

Good Morning everybody. I S R Mehta, Chairman of the Company is attending this meeting from Chandigarh. I welcome you all to the 35th Annual General Meeting of your Company. I would like to mention that in view of the massive outbreak of the Covid-19 pandemic, social distancing is a norm to be followed, and therefore, this AGM today has been convened through video conferencing or other audio/visual means in compliance with the Companies Act, 2013, read with specific circulars dated 8th April 2020, 13th April 2020, 5th May 2020 and 13<sup>th</sup> January, 2021 issued by the Ministry of Corporate Affairs, Government of India, which exempt physical attendance of the members to the

AGM venue. The quorum being present, I declare the meeting commenced.

The notice convening this meeting and the Directors' Report had already been emailed to all the shareholders and with your permission are taken as read. I welcome other colleagues on the board of your company to the 35th Annual General meeting. I now request the Company Secretary to kindly introduce the Board.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you Chairman Sir. Now i will request every Board member to please introduce themselves, starting with Dr. Gopal Munjal.

**Dr. Gopal Munjal (Managing Director & CEO)**

Good Morning everyone. I am Dr. Gopal Munjal, Managing Director & CEO of the Company. I am attending this AGM from Chandigarh.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you so much sir. Now i will request Dr. V R Mehta to introduce himself.

**Dr. V R Mehta (Joint Managing Director)**

Good Moring everybody with due respect to all the Board members. I am Dr. V R Mehta, working as Joint Managing Director of the Company and attending this AGM from Kolhapur, Maharashtra. Thank you very much.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you V R Mehta Sir. Now i will request Sh. N R Munjal to introduce himself.

**Sh. N R Munjal (Non-Executive Director)**

Good Morning everyone. I am N R Munjal, Non-Executive Director of the Company. I am attending this AGM from my office at Chandigarh.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you so much sir. Now i will request Sh. Himanshu Jain to introduce himself.

**Sh. Himanshu Jain (Non-Executive Director)**

Good Morning everyone. I am Himanshu Jain, Non-Executive Director of the Company. I am attending this AGM from Chandigarh.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you so much sir. Now i will request Sh. Rishav Mehta to introduce himself.

**Sh. Rishav Mehta (Non-Executive Director)**

Good Morning everyone. I am Rishav Mehta, Non-Executive Director of the Company. I am attending this AGM from Panchkula.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you Rishav Mehta Sir. Dr. V K Arora Sir Please introduce yourself.

**Dr. V K Arora**

Good Morning everyone. I am Dr. V K Arora, Independent Director on the Board of the Company. I am also the Chairman of Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee & Risk Management Committee of the Company. I am attending this AGM from Noida.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you Dr. V K Arora Sir. Sh. S P Sharma Please introduce yourself.

**Sh. S P Sharma (Independent Director)**

Hello Good Morning everybody. I am Independent Director on Board of the Company. I am speaking from Delhi.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you so much sir. I request Dr. J K Kakkar to introduce himself.

**Dr. J K Kakkar (Independent Director)**

Good Morning everyone. I am Independent Director on Board of the Company. I am attending this AGM from Panchkula.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you Kakkar sir. I request Sh. S C Galhotra to introduce himself.

**Sh. S C Galhotra (Independent Director)**

Good Morning everybody. I am S.C. Galhotra, Independent Director from Chandigarh.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you so much Galhotra Sir. Now i request Sh. J S Ahluwalia to introduce himself.

**Mr. J S Ahluwalia (Independent Director)**

I am J S Ahluwalia, Independent Director of the Company and attending this AGM from Chandigarh.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you Sir. Now i request Ms. Anoop Michra to introduce herself.

**Ms. Anoop Michra (Independent Director)**

I am Anoop Michra, Independent Director on Board of the Company. I am attending the AGM from Chandigarh. Thank you everyone.

**Mr. Amrender Kumar Yadav (Company Secretary)**

Thank you Anoop mam.

From the Company side we also have Sh. Arun Seth (CFO), Sh. Pardeep Verma, AVP Corp Affairs & Secretarial Head.

We also have with us Sh. S C Pathak & Ms. Snigdha Mahajan, representative from our Statutory Auditors M/s Jain & Associates. We also have with us Mr. Vishal Arora Practising Company Secretary, who is the scrutinizer for the E-Voting process of this AGM.

Now I request the Chairman to brief the shareholders about Company performance during the FY 2020-21 along with its future plans.

**Sh. S R Mehta (Chairman)**

Dear Shareholders,

On behalf of the Board of Directors, I welcome you all to the 35th Annual General Meeting of your Company being held through VC/Audio-Video mode.

The financial year 2020-21 has seen the emergence of a health crisis caused by the Covid-19 pandemic and has been immensely challenging for everyone. The loss of lives and livelihoods has left a lasting pain and

my heart goes out to everyone who has suffered the loss of their loved ones.

As for the whole world and Industry, the financial year 2020- 21 was a challenging year for your Company as well. During financial year 2020-21, your company earned total revenue of Rs. 365 Crores against Rs. 345 Crores during financial year 2019-20. The Company however, incurred net loss of Rs. 30 Crores during 2020-21 against losses of Rs. 19 Crores in 2019-20. During the year, your Company earned an EBIDTA of Rs. 56 Crores as compared to Rs. 36 Crores in the previous financial year.

On Export front, the Company continued to perform well by registering sales of Rs. 264 Crores as compared to Rs. 229 Crores in the previous financial year leading to a growth of 15% on year to year basis.

Ind-Swift Limited through its Global Business Unit has become a leading player as a Contract Manufacturer due to its efficient and lean supply management, delivering quality product. Global Business Unit is approved by MHRA, TGA, Health Canada, WHO-GMP & other leading regulatory agencies for tablets, hard gelatin capsules and dry powder-sachet. The products manufactured in Global Business Unit are being delivered to European Union, Australia, Canada, Central & Latin America, Asia, Russia, CIS countries and Africa.

Being a research driven organization, the Company has developed its own dossiers which have been out-licensed to our clients in Europe, Australia, South Africa & Russia. For the developing markets, Global Business Unit has a dedicated approach of developing products and out licensing to customers through flexible and customer oriented strategic alliances. In semi regulated markets, Ind-Swift has successfully launched its own branded generics in multiple countries like Tanzania,

Kenya, Ethiopia, French West Africa, Uganda & UAE with expansion plans in other GCC countries.

During the year, Pilot Bio-Equivalence study of Atorvastatin & Ezetimibe combination product has been successfully completed with an aim to target global markets by third quarter of 2022. Also the Pilot Bio-Equivalence study of new formulation of Clopidogrel using Form-2 of the API to give cost advantage to its customer has been completed successfully and likely to be available in first quarter of 2022. For the domestic as well as European markets, a product used for Attention Deficit Hyperactivity Disorder is also under development.

On domestic front, due to various restrictions imposed by the Government to curb Covid-19 pandemic, resulted into disruption in supply chain management and lack of transport facilities. Consequently, the domestic sales of the Company slightly decreased to Rs. 88 Crores in FY 2020-21 as compared to Rs. 95 Crores in previous financial year. Your Company also entered into Hand Sanitizer, Face mask & PPE kit market, which have given good contribution in total sales of the Company. Apart from this, some other products like Vitamin-C, Calcium & Zinc & in G.I. segment are also giving good results. Your Company also have strong hold in Gynecology & Peadiatric segment & now trying to re-establish itself into Cardia, Diabetic & Anti-infective market through its Nova Division i.e. Noble, Qden, Neuro Psychiatric. At present Company is witnessing double digit growth in these divisions and also expecting the same level of growth till next 3-4 years. Through these divisions, Company will extend its reach to almost 60% of total market available under these products.

With the intent to reduce the Company debts and to de-leverage its Balance Sheet and further to maximize overall stakeholders value, the Company was exploring the options to sell or lease Company assets from a long time. In the same process, the Board of Directors of the



Company approved to sell Unit No. III & IV located at Baddi, Himachal Pradesh to M/s ANG Lifesciences Limited at a total consideration of Rs. 60 crores. The said transaction is expected to be completed by 30th June, 2024. The proceeds from the sale will be utilized to reduce the debt of the Company.

I would like to re-affirm that in the coming years the management's focus will be on making the Company debt free by repayment/takeover of all the existing debts to reduce the financial burden of the Company. The Company would also strengthen its product mix to focus on the niche products, which will increase the marketing presence and will have positive impact on the working of the Company with presence across India and International market.

Looking forward, we need to raise our bar higher for the coming years. Motivated by a collective vision, we must march ahead to build a brighter tomorrow. We must adapt to new and uncertain market conditions, and keep re-visiting our strategies ahead of the competition.

Our right strategy has brought us today where we are and we are confident that our actions of today will deliver the desired results in future too.

At last, I would like to thank every stakeholder of Ind Swift for their efforts, contributions and continued support. We look forward for your continued support in the future as well.

Thanks

**Amrender Kumar Yadav (Company Secretary)**

Thank you Chairman Sir.

Thank you, Sir. I now proceed with the agenda items. As Notice & Directors Report has already been circulated to the Shareholders & has been taken as read. I now with your permission take the Auditors Report as read and would like to inform that qualifications and emphasis of matter forming part of the Auditors Report has been duly replied by the Directors in their Board Report.

Further, Pursuant to the provisions of Companies Act 2013 and the SEBI LODR regulations, the company has provided facility for voting by electronic means to all its members to enable cast their votes electronically and the business may be transacted through such e-voting. For this purpose, the company has tied up with the e-voting system of Central Depository Services (India) Limited for facilitating voting through electronic means as the authorized agency. The company provided remote e-voting facility to all the persons who were members on 23<sup>rd</sup> September, 2021, being the cut-off date for vote on all the 11 resolutions set out in the notice of AGM. Members attending the AGM today who have not cast their vote by remote e-voting are entitled to exercise their right to vote by e-voting. Mr. Vishal Arora, Practising Company Secretary has been appointed by the board as the scrutinizer for e-voting. The results will be declared within 2 working days of AGM after considering the e-voting done today by members participating in this AGM and also the remote e-voting already done by the members. The results along with scrutinizer report shall also be submitted to the stock exchanges, i.e., NSE and BSE and will also be placed on the website of the company. As the meeting is convened through VC today, a resolution have already been put to vote through remote e-voting and the requirement to propose and second is not applicable.

I will now brief you about the resolutions that have been proposed for the approval of the shareholders in the Notice of the Annual General Meeting:

Item No. 1 pertains to the adoption of Audited financial statements of the Company for the year ended 31st March, 2021 and the report of the Auditor and Directors thereon.

Item No. 2 pertains to Re-appointment of Sh. Navrattan Munjal (DIN: 00015096), Director who retire by rotation.

Item No. 3 pertains to Re-appointment of Sh. Himanshu Jain (DIN: 00014533), Director who retire by rotation.

Item No. 4 pertains to Approval of remuneration of Cost Auditors for the financial year 2021-22.

Item No. 5 pertains to re-appointment of Dr. J K Kakkar, as an Independent Director of the Company for the second term.

Item No. 6 pertains to re-appointment of Sh. S C Galhotra, as an Independent Director of the Company for the second term.

Item No. 7 pertains to re-appointment of Ms. Anoop Michra, as an Independent Director of the Company for the second term.

Item No. 8 pertains to re-appointment of Sh. J S Ahluwalia, as an Independent Director of the Company for the second term.

Item No. 9 pertains to fixation of remuneration of Sh. S.R. Mehta, Whole Time Director, designated as Chairman of the Company.

Item No. 10 pertains to fixation of remuneration of Dr. Gopal Munjal, Whole Time Director, designated as Managing Director & CEO of the Company

Item No. 11 pertains to fixation of remuneration of Dr. V.R. Mehta, Whole Time Director, designated as Joint Managing Director of the Company.

These are the 11 items which has been proposed in the Notice of the Annual General Meeting for the approval of the shareholders.

I will now call out the names of people who have registered themselves as speaker. We have 2 registered speakers with us. They will be unmuted and will be allowed to ask questions one by one. Members who have not registered themselves as a speaker but still want to ask any questions may do so by posting questions in the chat box available on their screen. We will respond to all the queries by the speaker shareholders and the queries received in the chat box in one go. In the interest of time i request all of these speaker shareholders to please keep the questions brief and do not repeat the question which has been asked by their fellow members. I also request them to not to take more than 3 Minutes.

I now the admin to please un-mute Mr. Aspi Bhesania, who has registered himself as speaker. If he is available in the meeting, please unmute him.

**Event Host (CDSL)**

Sir, he has not joined.

**Amrender Kumar Yadav (Company Secretary)**

Ok. The second registered speaker is Mr. Chetan Chadha. Admin, If he is available in the meeting, please un-mute him.

**Event Host (CDSL)**

Sir, he has also not joined.

**Amrender Kumar Yadav (Company Secretary)**

So, as no registered speaker has joined the meeting and as there is no query in the Chat box as well, Company has not received any kind of query from the shareholders, this Annual General Meeting of the Company is being concluded.

Thanks to all the Board Members and the Shareholders for attending this Virtual Annual General Meeting of the Company. Thanks everyone.