



**IND-SWIFT LIMITED**

Regd Off: 781, Industrial Area, Phase-II, Chandigarh, 160002

CIN NO: L24230CH1986PLC006897

**NOTICE**

**NOTICE** is hereby given that an **Extra-ordinary General Meeting** of the Members of Ind-Swift Limited will be held on Monday, the 17<sup>th</sup> Day of June, 2019 at 9:30 A.M. at 781, Industrial Area, Phase-II, Chandigarh-160002, to transact the following business:

**SPECIAL BUSINESS**

**ITEM NO. 1**

**TO CONSIDER AND APPROVE LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013**

**“RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of members of Ind-Swift Limited (“Company”) be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) including pledge of equity shares being held by the Company in connection with any loan taken/ to be taken by Ind-Swift Laboratories Limited, being entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to sub-section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores only) for the purpose and intent as mentioned below:-

Name of the Company	Particulars of loans to be given, or guarantee to be given or security to be provided	Purpose	Security
Ind-Swift Laboratories Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 1,500 crores.	To create security/provide guarantee in favour of the following lenders for their sanctioned facilities to <b>Ind-Swift laboratories Limited viz.</b> Bank of India- Rs. 47.50 Cr. against Fund based loan and Rs. 39.75 Cr. Non Fund Based; Bank of India- 10 Million USD; IDBI Bank Limited- Rs. 32.10 Cr. Fund Based loan; Asset Reconstruction Company	First pari-passu pledge of 94,99,720 shares of Ind-Swift Laboratories Limited held by Ind-Swift Limited.

		India Limited- Rs. 47.74 Cr.; SC Lowy Primary Investment Limited- 19000000 USD; Edelweiss Assets Reconstruction Company Limited- Rs. 324 Cr.; Holders of Non-Convertible Debentures (NCDs)-424.50 Cr; Holders of Optionally Convertible Debentures (OCDs) Rs. 75.44 Cr.	
--	--	---	--

**RESOLVED FURTHER THAT** the said loan aggregating to an amount not exceeding Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores only) shall be utilized by Ind-Swift Laboratories Limited for its principal business activities and the matters connected and incidental thereto.

**RESOLVED FURTHER THAT** except for Sh. N R Munjal, Sh. Himanshu Jain, Sh. Rishav Mehta and Sh. S P Sharma being Common Directors in Ind-Swift Limited and the Ind-Swift Laboratories Limited and Sh. S R Mehta, Dr. V R Mehta and Dr. Gopal Munjal, being related to the respective directors in Ind-Swift Laboratories limited and all Directors to the extent of their shareholding in Ind-Swift Laboratories limited, if any, none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**NOTES: -**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten 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 a proxy for any other person or shareholder.
2. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.

3. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
4. Duplicate attendance slip shall not be issued at the Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Meeting.
5. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Meeting.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. As a measure of economy, copies of the Notice of the Extra Ordinary General Meeting will not be distributed at the venue of the Meeting. The Members are, therefore requested to bring their copies of the Notice to the meeting. Those members who have not received copies of Notice can collect their copies from the Corporate/ Registered Office of the Company.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 1 is annexed hereto.
9. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company Secretary at the registered office address.
10. All documents referred to in the accompanying notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 1.00 P.M. except holidays up to the date of the Meeting.
11. Attention of members is hereby invited towards provisions of Section 188 (1) of the Companies Act 2013 wherein under second proviso thereto, no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.
12. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form and instructions for e-voting 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 Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode.
13. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cutoff date 7<sup>th</sup> June, 2019 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting is also enclosed.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 14<sup>th</sup> June, 2019 (09.00 a.m.) and ends on 16<sup>th</sup> June, 2019 (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 7<sup>th</sup> June, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in de-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both 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 (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in de-mat 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 de-mat 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xi) Click on the EVSN No. 190517003<IND SWIFT LIMITED> to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details by custodian 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. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(S).
  - The list of accounts linked in the login 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.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(XX) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 18002005533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013, or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

- (XXI) A member may participate in the EGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the EGM.
- (XXII) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- (XXIII) Mr. Vishal Arora, Company Secretary (Membership No. 4566) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (XXIV) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- (XXV) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (XXVI) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.indswifltd.com](http://www.indswifltd.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- (XXVII) Members who have not registered their e-mail address so far are requested to register their email addresses for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

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

Ind-Swift Limited is the promoter of Ind-Swift Laboratories Limited, wherein, the Ind-Swift Limited holds 19.96% Equity Share Capital of Ind-Swift Laboratories Limited. The Ind-Swift Laboratories Limited's principal business activities inter-alia consists of manufacturing of Pharmaceuticals Products. Presently, the Ind-Swift Laboratories Limited is in process of creation of security in favour of the existing/future lenders of the Company, who have taken over the debts of Ind-Swift Laboratories Limited from the previous Banks/Financial Institutions.

Being a promoter entity, Ind-Swift Limited may be required to make loan(s) including loan represented by way of book debt (the "loan") to, and/or give guarantee(s) and/or provide security(ies) including pledge of equity Shares being held by the Company in connection with any loan, including loan represented by way of book debt, if any (the "Loan") taken/ to be taken by Ind-Swift Laboratories Limited. The said Loan(s)/ guarantee(s)/security(ies) shall be utilised by Ind-Swift Laboratories Limited for its' principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

Ind-Swift Laboratories Limited is an entity covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) including pledge of Equity Shares being held by the Company in connection with any Loan taken/ to be taken by Ind-Swift Laboratories Limited of an aggregate outstanding amount not exceeding Rs. 1500 Crores (Rupees One thousand five hundred crores only) and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 1 to be passed as a special resolution by the members. Following are the full particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company along with the purpose for which the loan or guarantee or security is proposed to be utilised by Ind-Swift Laboratories Limited:-

Name of the Company	Particulars of loans to be given, or guarantee to be given or security to be provided	Purpose	Security
Ind-Swift Laboratories Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 1,500 crores.	To create security/provide guarantee in favour of the following lenders for their sanctioned facilities to <b>Ind-Swift laboratories Limited viz.</b> Bank of India- Rs. 47.50 Cr. against Fund based loan and Rs. 39.75 Cr. Non Fund Based; Bank of India- 10 Million USD; IDBI Bank Limited- Rs. 32.10 Cr. Fund Based loan; Asset Reconstruction Company India Limited- Rs. 47.74 Cr.; SC Lowy Primary Investment	First pari-passu pledge of 94,99,720 shares of Ind-Swift Laboratories Limited held by Ind-Swift Limited.

		Limited- 19000000 USD; Edelweiss Assets Reconstruction Company Limited- Rs. 324 Cr.; Holders of Non-Convertible Debentures (NCDs)-424.50 Cr; Holders of Optionally Convertible Debentures (OCDs) Rs. 75.44 Cr.	
--	--	--	--

Except for Sh. N R Munjal, Sh. Himanshu Jain, Sh. Rishav Mehta and Sh. S P Sharma being Common Directors in Ind-Swift Limited and the Ind-Swift Laboratories Limited and Sh. S R Mehta, Dr. V R Mehta and Dr. Gopal Munjal, being related to the respective directors in Ind-Swift Laboratories limited and all Directors to the extent of their shareholding in Ind-Swift Laboratories limited, if any, none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this resolution.

**On behalf of the board of Directors**

**Place: Chandigarh**  
**Date: 20.05.2019**

**Amrender Kumar Yadav**  
**Company Secretary**



## ATTENDANCE SLIP



Ind-Swift

### IND-SWIFT LIMITED

Regd Off: 781, INDUSTRIAL AREA, PHASE II, CHANDIGARH-160002  
CIN NO: L24230CH1986PLC006897

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint Shareholders may obtain additional Slip at the Venue of the meeting.

DP Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. of Shares	
---------------	--

NAME AND ADDRESS OF THE SHAREHOLDER\_\_\_\_\_

Please register/ update my/ our under mentioned E-mail ID for sending all future Company's correspondence:  
E-mail ID.....

Shareholder(s) Signature.....

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company held on **Monday, June 17, 2019 at 09:30 AM at 781, Industrial Area, Phase-II, Chandigarh- 160002**

\*Applicable for investor holding shares in electronic form.

-----  
Signature of Shareholder / Proxy

**ADMISSION AT THE EXTRA-ORDINARY GENERAL MEETING VENUE WILL BE ALLOWED ONLY ON VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON THE ATTENDANCE SLIP.**  
-----

## PROXY FORM

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



### IND-SWIFT LIMITED

Regd Off: 781, INDUSTRIAL AREA, PHASE II, CHANDIGARH-160002

CIN NO: L24230CH1986PLC006897

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint Shareholders may obtain additional Slip at the Venue of the meeting.

Name of the member(s): Registered address:		e-mail Id: Folio No/*Client Id: *DP Id:	
---	--	---	--

I/We, being the member(s) of ----- shares of Ind Swift Limited, hereby appoint:

- 1).....of.....having e-mail id.....or failing him
- 2).....of.....having e-mail id.....or failing him
- 3).....of.....having e-mail id.....or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **EXTRA ORDINARY GENERAL MEETING** of the Company, to be held on **Monday, June 17, 2019 at 09:30 AM at 781, Industrial Area, Phase-II, Chandigarh-160002** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution
	<b>Special Business</b>
1.	To consider and approve Loans, Investments, Guarantee or Security under section 185 of the Companies Act, 2013

Signed this.....day of .....2019

-----  
Signature of shareholder

Affix  
Rs.1.00  
Revenue  
Stamp

.....  
Signature of first proxy holder

.....  
Signature of second proxy holder

.....  
Signature of third proxy holder

**Note:** 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.  
2. Admission to proxy Holders will be allowed at the meeting only on submission of a Valid ID Proof.

**Route Map for the Extra-Ordinary General Meeting of Ind-Swift Limited to be held on Monday, the 17<sup>th</sup> Day of June, 2019 at 09:30 P.M. at 781, Industrial Area, Phase-II, Chandigarh-160002**

