



Ind-Swift LABORATORIES LIMITED

(A Recognised Export House)

Regd. Office : S.C.O. 850, Shivalik Enclave, NAC, Manimajra, Chandigarh - 160 101
Phones : ++ 91 - 172-2730503, 2730920, Fax ++ 91 - 172 - 2730504, 2736294
E-mail : info@indswiftlabs.com Website : www.indswiftlabs.com
CIN No. L24232CH1995PLC015553



Ref.:ISLL:CH:2017

Date: 4th September, 2017

The General Manager,
Corporate Relationship Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai 400 001

The Manager,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No.C/2, G-Block,
Bandra Kuria Complex, Bandra (E),
Mumbai 400 051

BSE Scrip Code: 532305

NSE Symbol: INDSWFTLAB

Subject: Notice of Annual General Meeting and Intimation of Annual Book Closure and E-voting Schedule.

Dear Sir,

In compliance of SEBI (LODR) Regulations, 2015, this is to inform the Exchange that the 22nd Annual General Meeting of the Company will be held on **Tuesday, 26th September, 2017 at 10:30 am at PHD Chamber of Commerce and Industry, PHD House, Sector 31A, Chandigarh.** A copy of the Notice of AGM is enclosed for dissemination on the Website of the Exchange.

We also wish to inform that the Register of Members and Share transfer books of the Company will be closed from 18th September 2017 to 26th September, 2017.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to its members holding shares on cut-off date i.e. 19th September, 2017 to exercise their right to vote by electronic means on all or any of the business specified in the Notice convening the AGM. The e-voting period commences on 23rd September, 2017 at 09.00 AM and ends on 25th September 2017 at 05.00 PM. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

You are requested to take note of the above information and display the same on the exchange website.

Thanking you,
For IND-SWIFT LABORATORIES LTD.

PARDEEP VERMA
GM-CORPORATE AFFAIRS &
COMPANY SECRETARY

Notice

NOTICE is hereby given that the **22nd Annual General Meeting** of the Members of Ind-Swift Laboratories Limited will be held on Tuesday, the 26th Day of September, 2017 at 10:30 A.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31-A, Chandigarh-160031, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31st March, 2017 together with the Directors' and Auditors' Reports thereupon.
2. To appoint Director in place of Dr. Gopal Munjal (DIN: 00005196) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Dr. V R Mehta (DIN: 00010756), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s Avishkar Singal & Associates, Chartered Accountants (Firm Registration No. 017362N) be and are hereby appointed as Statutory Auditors of the Company (in place of M/s Jain Associates, Chartered Accountants, the retiring Statutory Auditors), for a term of five consecutive years to hold office from the conclusion of this 22nd Annual General Meeting until the conclusion of 27th Annual general Meeting to be held in calendar year 2022, subject to annual ratification by members at every Annual General Meeting on such remuneration as may be decided by the Audit Committee/Board of Directors."

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution: -**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of SEBI (LODR) regulations, 2015, Ms Preetika S. Chaubey (DIN: 02272298), an Additional Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Woman Director of the Company, to hold office for a term of three years w.e.f. 20th September, 2016."

6. **To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution: -**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of SEBI (LODR) regulations, 2015, Mr. S P Sharma (DIN: 00475413), an Additional Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of three years w.e.f. 5th July, 2017."

7. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s V.Kumar & Associates, Cost Accountants, having Firm Registration No. 100137, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18, amounting to Rs. 1.75 Lakhs (Rupees One Lakh Seventy Five Thousand only) per annum plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved."

8. **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 186 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule Nos. 11 and 13 the Companies (Meeting of Board and its Powers) Rules, 2014, including any statutory modification(s), amendments or re-enactment thereof, the Articles of Association of the Company, other applicable laws, approvals, consents, sanctions and permissions, as may be necessary, consent and approval of the Company be and is hereby accorded to the Board of Directors ('the Board', which term shall be deemed to mean and include any Committee constituted by the Board) to grant loans and/or provide guarantees/securities and/or make investments for amounts exceeding 60% of the paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account but not exceeding Rs. 300 Crores (Rupees Three Hundred Crores), over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

Notice (Contd.)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard for the purpose of giving effect to this Resolution."

By Order of the Board

Sd/-

Pardeep Verma

GM-Corporate Affairs &
Company secretary

Place: Chandigarh

Date: 21.08.2017

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 4 to 8 is annexed hereto. Relevant details, in terms of SEBI (LODR) Regulations, 2015, in respect of Director retiring by rotation and proposed to be re-appointed and other Directors proposed to be appointed are disclosed in the explanatory statement annexed hereto.
2. 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.
3. 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 Annual General Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.
4. 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 Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
5. Duplicate attendance slip shall not be issued at the Annual General Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Annual General Meeting.
6. 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 Annual General Meeting.
7. 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.
8. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the Annual General Meeting. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Corporate/ Registered Office of the Company.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 18th September, 2017 to Tuesday, 26th September, 2017, both days inclusive.
10. 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.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
12. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at registered office address for the attention of Mr. Pardeep Verma, GM-Corporate Affairs & Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
13. 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 5.00 P.M. except holidays up to the date of Annual General Meeting.
14. 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.

Notice (Contd.)

15. Electronic copy of the Annual Report and Notice of the 22nd Annual 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 the Annual Report and Notice of the 22nd Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode.
16. 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 cut off date 19th September, 2017 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 members for voting electronically are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 23rd September, 2017 (9:00 am) and ends on 25th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote 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; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Ind-Swift Laboratories Limited".
 - (viii) Now you are ready for remote 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 csvishalarora@yahoo.in with a copy marked to evoting@nsdl.co.in

Notice (Contd.)

- 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 being provided separately.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
 However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 AGM through ballot paper.
- XIII. 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.
- XIV. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
- XV. 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 AGM, 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.indswiflabs.com and on the website of NSDL 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.
- XVII. 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, Circulars etc. from the Company electronically.

Place: Chandigarh
Date: 21.08.2017

Registered Office:
SCO 850, Shivalik Enclave,
NAC, Manimajra,
Chandigarh - 160001

By Order of the Board

Sd/-
Pardeep Verma
GM-Corporate Affairs &
Company secretary

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

In terms of the provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within the period specified under Section 96(1) of the Act, after three years from the date of commencement of the Act.

M/s Jain & Associates, Chartered Accountants, (ICAI Firm Registration No. 001361N) have been in office for more than 10 years and in compliance with the provisions of the Act, the Company has to appoint a new Auditor in their place. Accordingly, Board of Directors at their meeting held on 23rd May, 2017, have, subject to approval of shareholders in the forthcoming AGM, approved the appointment of M/s Avishkar Singhal & Associates (Firm Registration No. 017362N) as the Statutory Auditors of the Company in place of M/s Jain & Associates for a period of 5 years, to hold office from the conclusion of this 22nd AGM till the conclusion of the 27th AGM to be held in the year 2022, subject to ratification by the members at every AGM, if so required under the Act.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5 and 6

The appointment of Ms. Preetika S. Chaubey as an Independent Woman Director of the Company is proposed for a second term of three years from 20th September, 2016 to 19th September, 2019. Earlier she had been on the Board of the Company as an Independent Woman Director from 25th March 2015 to 11th August, 2016. She is also the Chairperson of the Internal Complaints Committee of the Company. Mr. S P Sharma was appointed as an Additional Director w.e.f. 5th July, 2017. His appointment is proposed for a term of three years from 5th July, 2017 to 4th July, 2020.

The Company has received notices under Section 160 of the Companies Act, 2013 from members along with the requisite deposit signifying their intention to propose the candidature of Ms. Preetika Chaubey and Mr. S.P. Sharma for the office of Independent Director of the Company. The Company has also received declarations from Ms. Preetika S. Chaubey and Mr. S.P. Sharma that they meet the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and also under of the SEBI (LODR) Regulations, 2015. Further, they have also confirmed that they are not disqualified from being appointed as Directors under Section 164 of the said Act.

In the opinion of the Board, Ms. Preetika S. Chaubey and Mr. S.P. Sharma meet the criteria of independence as provided in the Section 149 read with Schedule IV of the Act for such appointment.

Brief resumes of the Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated as required under Regulation 36 of SEBI (LODR) Regulations is appended below: -

Name of Director	Ms. Preetika S. Chaubey	Mr. S.P. Sharma
Age	36 years	61 years
Nationality	Indian	Indian
Date of Appointment	20th September, 2016	5th July, 2017
Shareholding in the Company	Nil	Nil
Qualifications	B.Sc.	MBA, CA (Inter)
Expertise in specific Functional Area	Over 10 years of experience in Human Resource Management & Training	Ex-Vice President of IFCI, has rich experience in the fields of Finance, Management, and Administration
Directorships held in other listed companies	Nil	Ind-Swift Limited
Chairmanships/ Memberships of Committees in other listed Companies	Nil	Member-Audit Committee & Nomination and Remuneration Committee of Ind-Swift Limited
Relationship inter-se between Directors	Nil	Nil

Keeping in view their expertise and knowledge, it will be in the interest of the Company that Ms. Preetika S. Chaubey and Mr. S.P. Sharma are appointed as Independent Directors.

A copy of the draft letter of appointment to be issued to the Appointees for appointment as Independent Directors setting out the terms and conditions shall be kept open for inspection by the Members at the Registered Office of the Company during usual business hours viz. 10.00 AM to 5.00 PM on any working day till the date of the Annual General Meeting. This Statement may also be regarded as a disclosure under the SEBI (LODR) Regulations, 2015.

Except for the proposed appointees/ their relatives who may be deemed to be interested in the respective resolution as it concerns their appointment as Independent Directors, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No. 5 and 6 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 5 and 6 of the Notice for approval by the shareholders.

Item No. 7

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s V. Kumar & Associates, Cost Accountants, to conduct the cost audit of the cost records of the Company for the financial year ended 31st March, 2018.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2017-18 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit.

In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'. Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide Loans, Guarantees and Make Investments upto a sum of Rs. 300 crores over and above the aggregate of free reserves and securities premium account of the Company at any point of time. None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommend the Special Resolution as set out at Item No. 8 of the Notice for approval by the members.

IND-SWIFT LABORATORIES LIMITED

Details of Directors Seeking Re-appointment at the forthcoming Annual General Meeting of the Company (pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015)

Name of Director	Dr. Gopal Munjal	Dr. V R Mehta
Date of Birth	01.08.1958	22.10.1958
Date of Appointment	04.01.1995	04.01.1995
Expertise in specific Functional Area	Marketing & Product Development	Marketing & Product Development Generic Products
Qualifications	Medical Graduate	M.Sc. (PAU)
Listed Companies in which Directorships held as on 31.03.2017	Ind Swift Limited	Ind Swift Limited
Chairmanship/Membership of the Audit Committee/ Stakeholders Relationship Committee of other listed Companies as on 31.03.2017	Nil	Ind-Swift Limited (Member-Stakeholders Relationship Committee)
Relationship inter-se between Directors	Related with Sh. N R Munjal, Vice Chairman-cum-Managing Director as Brother.	Related with Sh. S R Mehta, Director as Brother and Mr. Rishav Mehta, Director as Uncle
DIN	00005196	00010756

By Order of the Board

Sd/-

Pardeep Verma
GM-Corporate Affairs &
Company secretary

Place: Chandigarh

Date: 21.08.2017



Ind-Swift

Ind-Swift Laboratories Limited

Regd Off: SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA, CHANDIGARH-160101
CIN NO: L24232CH1995PLC015553

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.

ATTENDANCE SLIP

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 **22nd ANNUAL GENERAL MEETING** of the Company held on **Tuesday, September 26, 2017 at 10:30 AM** at **PHD Chamber of Commerce and Industry, PHD House**, Sector 31-A, Chandigarh-160031.

*Applicable for investor holding shares in electronic form.

Signature of Shareholder / Proxy

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



Ind-Swift

Ind-Swift Laboratories Limited

Regd Off: SCO 850, SHIVALIK ENCLAVE, NAC, MANIMAJRA,
CHANDIGARH-160101

CIN NO: L24232CH1995PLC015553

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.

PROXY FORM

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

Name of the member(s): Registered address:	<input type="text"/>	e-mail Id: Folio No/*Client Id * DP Id:	<input type="text"/>
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I/We, being the member(s) of _____ shares of Ind Swift Laboratories 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 **22nd ANNUAL GENERAL MEETING** of the Company, to be held on **Tuesday, September 26, 2017 at 10:30 AM** at **PHD Chamber of Commerce and Industry, PHD House**, Sector 31-A, Chandigarh-160031 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Resolutions
Ordinary Business	
1.	Receive, consider, approve and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31st March, 2017 together with the Directors' and Auditors' Reports thereupon.
2.	Re-appointment of Dr. Gopal Munjal, Director who retire by rotation.
3.	Re-appointment of Dr. Vikrant Rai Mehta, Director who retire by rotation.
4.	Appointment of Auditor and fixing their Remuneration.
Special Business	
5.	Appointment of Ms. Preetika Chaubey as an Independent Woman Director for a term of three years.
6.	Appointment of Mr. S.P. Sharma as an Independent Director for a term of three years.
7.	Approval of remuneration of Cost Auditors for the Financial year 2017-18.
8.	Approval of Higher Limits for making/granting Loans/Investments or Guarantees.

Signed this day of2017

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix
Rs. 1.00
Revenue
Stamp

Note: 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.

**MEMBERS / PROXY HOLDERS ARE REQUESTED TO BRING THEIR ID PROOFS FOR VERIFICATION.
NO REQUESTS FOR ADMISSION WILL BE ENTERTAINED WITHOUT VALID ID PROOF.**

Route Map for the
22nd Annual General Meeting of Ind-Swift Laboratories Limited
to be held on Tuesday, the 26th Day of September, 2017 at 10:30 A.M.
at PHD Chamber of Commerce and Industry,
PHD House, Sector 31-A, Chandigarh-160031

